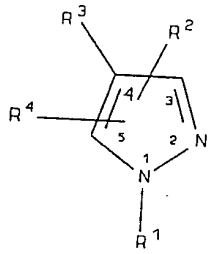
WHAT IS CLAIMED IS:

1. A compound of Formula IB:



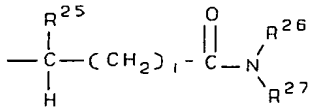
(IB)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene,

arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^1 has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene, alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl, alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene, arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene, arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene,

alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene, cycloalkylthioalkylene, alkylthioarylene, aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

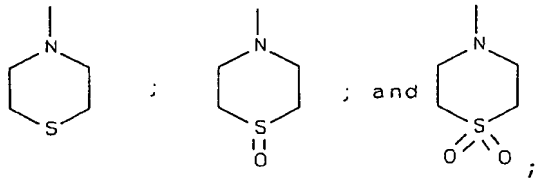
R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene, alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals independently selected from halogen, alkyl and alkoxy; and

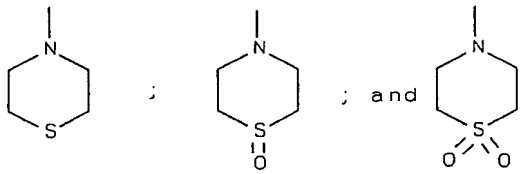
R^2 is piperidinyl substituted with one or more substituents selected from hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, alkoxyalkylene, alkoxyalkenylene, alkoxyalkynylene, and hydroxyacyl, wherein said hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, alkoxyalkylene, alkoxyalkenylene, alkoxyalkynylene, and hydroxyacyl substitutents may be optionally substituted with one or more substituents selected from cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl, wherein said cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from alkylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

R^2 is piperidinyl substituted with one or more substituents selected from hydroxycycloalkyl and alkoxycycloalkyl, and wherein said hydroxycycloalkyl and alkoxycycloalkyl substitutents may be optionally substituted with one or more substituents selected from cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl, wherein said cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from alkylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



groups may be optionally substituted with one or more substituents independently selected from hydrogen, aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy, wherein said aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy substituents may be optionally substituted with one or more alkylene, alkenylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more substituents independently selected from halo, haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl, wherein said haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl substituents may be optionally substituted with one or more alkylene, alkenylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer

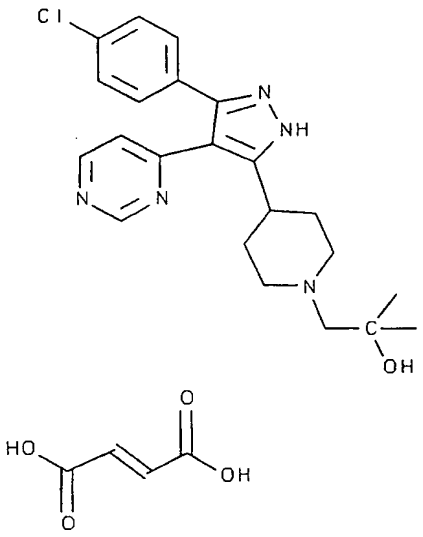
thereof.

2. A compound of Claim 1 wherein:

R^2 is piperidinyl substituted with one or more substituents selected from hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, alkoxyalkylene, alkoxyalkenylene, alkoxyalkynylene, hydroxyalkylcarbonyl, hydroxyalkenylcarbonyl, and hydroxyalkynylcarbonyl, wherein said hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, alkoxyalkylene, alkoxyalkenylene, alkoxyalkynylene, hydroxyalkylcarbonyl, hydroxyalkenylcarbonyl, and hydroxyalkynylcarbonyl substitutents may be optionally substituted with one or more substituents selected from cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl, wherein said cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from alkylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

R^2 is piperidinyl substituted with one or more substituents selected from hydroxycycloalkyl, alkoxycycloalkyl, and hydroxycycloalkylcarbonyl, wherein said hydroxycycloalkyl, alkoxycycloalkyl, and hydroxycycloalkylcarbonyl substitutents may be optionally substituted with one or more substituents selected from cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl, wherein said cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from alkylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy.

3. A compound of Claim 1 selected from compounds, their tautomers and their pharmaceutically acceptable salts, of the group consisting of:



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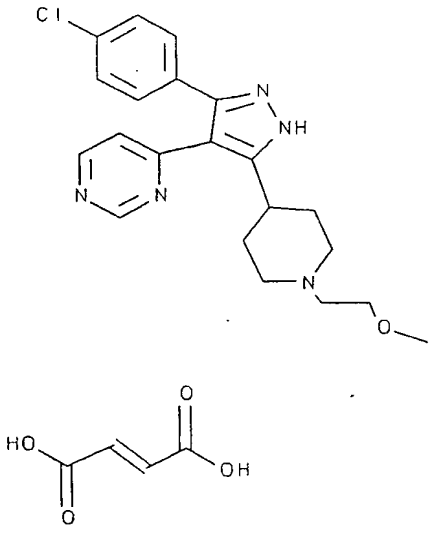

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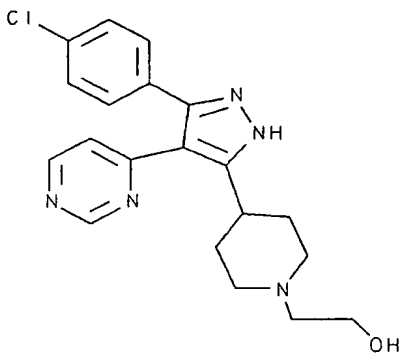

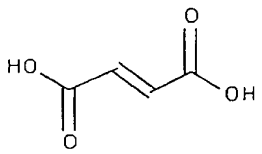

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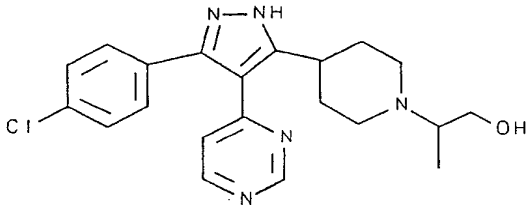
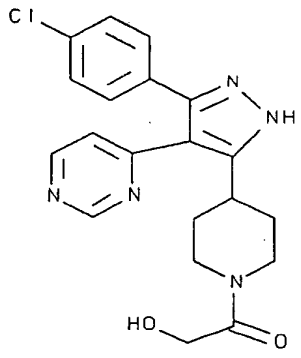


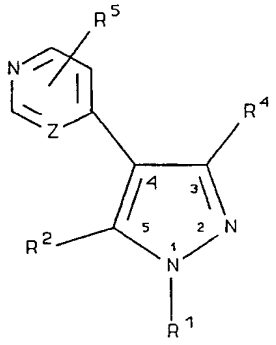
; and

10



HCl
HCl
H_2O

4. A compound of Claim 1 having Formula XB:



(XB)

wherein

Z represents a carbon atom or a nitrogen atom;

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl,

alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; and

R^2 is piperidinyl substituted with one or more substituents selected from hydroxyalkyl, hydroxyalkenyl, alkoxyalkylene, alkoxyalkenylene, hydroxyalkylcarbonyl, and hydroxyalkenylcarbonyl, wherein said hydroxyalkyl, hydroxyalkenyl, alkoxyalkylene, alkoxyalkenylene, hydroxyalkylcarbonyl, and hydroxyalkenylcarbonyl substitutents may be optionally substituted with one or more substituents selected from cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl, wherein said cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from alkylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

R^2 is piperidinyl substituted with one or more substituents selected from hydroxycycloalkyl and hydroxycycloalkylcarbonyl, wherein said hydroxycycloalkyl and hydroxycycloalkylcarbonyl substitutents may be optionally substituted with one or more substituents selected from cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl, wherein said cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from alkylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^4 is selected from cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more substituents independently selected from halo, haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl, wherein said haloalkyl, haloalkoxy, alkoxy, hydroxy, alkyl, alkenyl, and alkynyl substituents may be optionally substituted with one or more alkylene, alkenylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^5 represents one or more substituents independently selected from hydrogen, aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy, wherein said aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy substituents may be optionally substituted with one or more alkylene, alkenylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer

thereof.

5. A compound of Claim 4 wherein R^2 is piperidinyl substituted with at least one substituent attached to the distal nitrogen heteroatom or to a carbon ring atom adjacent to the distal nitrogen heteroatom of the piperidine ring.

6. A compound of Claim 4 wherein Z represents a carbon atom.

7. A compound of Claim 4 wherein Z represents a nitrogen atom.

8. A compound of Claim 4 wherein R^1 is selected from hydrido, alkyl, hydroxyalkyl and alkynyl.

9. A compound of Claim 4 wherein R^1 is hydrido.

10. A compound of Claim 4 wherein R^2 is piperidinyl substituted with at least one substituent selected from lower hydroxyalkyl, lower hydroxyalkylcarbonyl and hydroxycycloalkylcarbonyl.

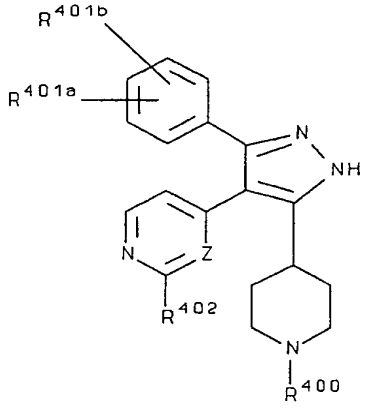
11. A compound of Claim 4 wherein R^4 is optionally substituted phenyl.

12. A compound of Claim 4 wherein R^4 is phenyl optionally substituted at a substitutable position with one or more radicals independently selected from chloro, fluoro, bromo and iodo.

13. A compound of Claim 4 wherein R^4 is phenyl optionally substituted at the meta or para position with one or more chloro radicals.

14. A compound of Claim 4 wherein R^5 is hydrido.

15. A compound of Claim 1 having Formula XX:



(XX)

wherein:

Z represents a carbon atom or a nitrogen atom;

R^{400} is selected from hydroxyalkyl, hydroxyalkylcarbonyl and alkoxyalkylene, wherein said hydroxyalkyl, hydroxyalkylcarbonyl and alkoxyalkylene may be optionally substituted with one or more substituents selected from cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl, wherein said cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from alkylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

R^{400} is hydroxycycloalkylcarbonyl that is optionally substituted with one or more substituents selected from cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and

heteroarylalkyl, wherein said cycloalkyl, alkyl, aryl, arylalkyl, haloalkyl, and heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from alkylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^{401a} and R^{401b} are independently selected from hydrogen, halo, haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl, wherein said haloalkyl, haloalkoxy, alkoxy, hydroxy, alkyl, alkenyl, and alkynyl substituents may be optionally substituted with one or more alkylene, alkenylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^{402} is selected from hydrogen, aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy, wherein said aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy substituents may be optionally substituted with one or more alkylene, alkenylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

16. A compound of Claim 15 wherein:

R^{400} is selected from lower hydroxyalkyl, lower hydroxyalkylcarbonyl and lower alkoxyalkylene, wherein said lower hydroxyalkyl, lower hydroxyalkylcarbonyl and lower alkoxyalkylene may be optionally substituted with one or more substituents selected from cycloalkyl, lower alkyl, phenyl, lower phenylalkyl, lower haloalkyl, and

lower heteroarylalkyl, wherein said cycloalkyl, lower alkyl, phenyl, lower phenylalkyl, lower haloalkyl, and lower heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from lower alkylene, lower alkynylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; or

R^{400} is hydroxycycloalkylcarbonyl that is optionally substituted with one or more substituents selected from cycloalkyl, lower alkyl, phenyl, lower phenylalkyl, lower haloalkyl, and lower heteroarylalkyl, wherein said cycloalkyl, lower alkyl, phenyl, lower phenylalkyl, lower haloalkyl, and lower heteroarylalkyl substituents may be optionally substituted with one or more substituents selected from lower alkylene, lower alkynylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, aryloxy, heterocyclyl, and lower heteroaralkoxy; and

R^{401a} and R^{401b} are independently selected from hydrogen, halo, lower haloalkyl, lower haloalkoxy, lower alkoxy, cyano, hydroxy, lower alkyl, lower alkenyl, and lower alkynyl, wherein said lower haloalkyl, lower haloalkoxy, lower alkoxy, cyano, hydroxy, lower alkyl, lower alkenyl, and lower alkynyl substituents may be optionally substituted with one or more lower alkylene, lower alkenylene, lower alkynylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; and

R^{402} is selected from hydrogen, phenyl, lower alkylamino, lower alkylthio, lower alkyloxy, phenyloxy, phenylamino, phenylthio, and phenylalkoxy, wherein said

phenyl, lower alkylamino, lower alkylthio, lower alkyloxy, phenyloxy, phenylamino, phenylthio, and phenylalkoxy may be optionally substituted with one or more lower alkylene, lower alkenylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

17. A compound of Claim 15 wherein Z represents a carbon atom.

18. A compound of Claim 15 wherein Z represents a nitrogen atom.

19. A compound of Claim 15 wherein R^{400} is optionally substituted hydroxyalkylcarbonyl.

20. A compound of Claim 15 wherein R^{400} is optionally substituted hydroxycycloalkylcarbonyl.

21. A compound of Claim 15 wherein R^{400} is optionally substituted alkoxyalkylene.

22. A compound of Claim 15 wherein R^{400} is optionally substituted hydroxyalkyl.

23. A compound of Claim 15 wherein R^{401} represents one or more chloro, fluoro, bromo and iodo.

24. A compound of Claim 15 wherein R^{401} is meta-chloro or para-chloro.

25. A compound of Claim 15 wherein R^{402} is hydrido.

26. A compound of Claim 15 wherein:

R^{400} is optionally substituted lower hydroxyalkylcarbonyl;

R^{401a} is selected from chloro, fluoro, bromo and iodo; and

R^{402} is hydrido.

27. A compound of Claim 15 wherein:

R^{400} is selected from optionally substituted 2-hydroxyacetyl, 2-hydroxy-proprionyl, 2-hydroxy-2-methylpropionyl, 2-hydroxy-2-phenylacetyl, 3-hydroxyproprionyl, 2-hydroxy-3-methylbutyryl, 2-hydroxyisocapropyl, 2-hydroxy-3-phenylproprionyl, and 2-hydroxy-3-imidazolylproprionyl;

R^{401a} is selected from chloro, fluoro, bromo and iodo; and

R^{402} is hydrido.

28. A compound of Claim 27 wherein R^{401a} is meta-chloro or para-chloro.

29. A compound of Claim 27 wherein R^{401a} is para-chloro and R^{401b} is hydrogen.

30. A compound of Claim 15 wherein:

R^{400} is optionally substituted lower hydroxycycloalkylcarbonyl;

R^{401a} is selected from chloro, fluoro, bromo and iodo; and

R^{402} is hydrido.

31. A compound of Claim 15 wherein:

R^{400} is selected from optionally substituted 1-hydroxy-1-cyclohexylacetyl, 2-hydroxy-1-cyclohexylacetyl, 3-hydroxy-1-cyclohexylacetyl, 4-hydroxy-1-cyclohexylacetyl, 1-hydroxy-1-cyclopentylacetyl, 2-

hydroxy-1-cyclopentylacetyl, and 3-hydroxy-1-cyclopentylacetyl, 2-hydroxy-2-cyclohexylacetyl;

R^{401a} is selected from chloro, fluoro, bromo and iodo; and

R^{402} is hydrido.

32. A compound of Claim 31 wherein R^{401a} is meta-chloro or para-chloro.

33. A compound of Claim 15 wherein:

R^{400} is optionally substituted lower hydroxyalkyl;

R^{401} is selected from chloro, fluoro, bromo and iodo; and

R^{402} is hydrido.

34. A compound of Claim 15 wherein:

R^{400} is selected from optionally substituted hydroxymethyl, hydroxyethyl, hydroxypropyl and hydroxyisopropyl;

R^{401a} is selected from chloro, fluoro, bromo and iodo; and

R^{402} is hydrido.

35. A compound of Claim 34 wherein R^{401a} is meta-chloro or para-chloro.

36. A compound of Claim 15 wherein:

R^{400} is optionally substituted lower alkoxyalkylene;

R^{401a} is selected from chloro, fluoro, bromo and iodo; and

R^{402} is hydrido.

37. A compound of Claim 15 wherein:

R^{400} is selected from optionally substituted methoxymethylene, methoxyethylene, methoxypropylene, methoxyisopropylene, ethoxymethylene, ethoxyethylene,

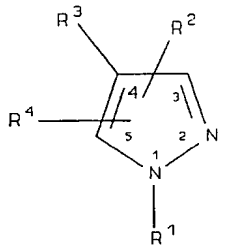
ethoxypropylene, and ethoxyisopropylene.

R^{401a} is selected from chloro, fluoro, bromo and iodo; and

R^{402} is hydrido.

38. A compound of Claim 37 wherein R^{401a} is meta-chloro or para-chloro.

39. A compound of Formula IC:



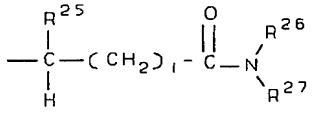
(IC)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene,

heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^1 has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene, alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl,

alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene, arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene, arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene, alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene, cycloalkylthioalkylene, alkylthioarylene, aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

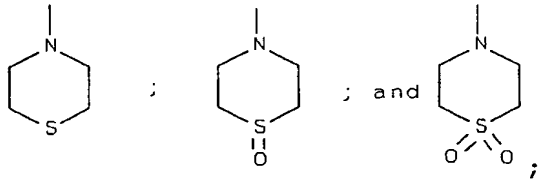
R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene,

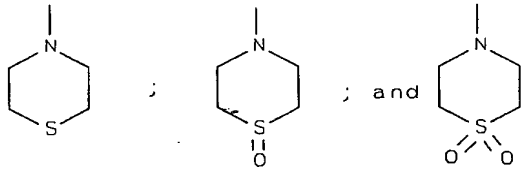
alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals independently selected from halogen, alkyl and alkoxy; and

R^2 is cyclohexyl substituted with one or more substituents selected from optionally substituted hydroxyalkyl, alkylaminoalkylene and cycloalkylamino; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,

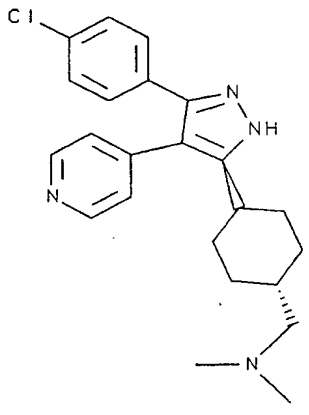


groups may be optionally substituted with one or more substituents independently selected from hydrogen, aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy, wherein said aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy substituents may be optionally substituted with one or more alkylene, alkenylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

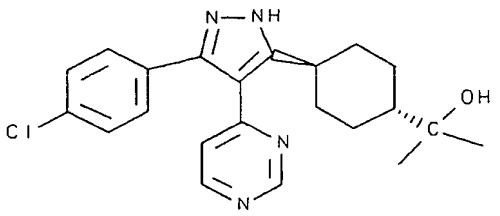
R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more substituents independently selected from halo, haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl, wherein said haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl substituents may be optionally substituted with one or more alkylene, alkenylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

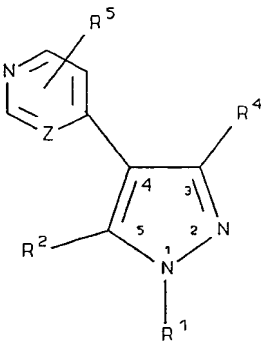
40. A compound of Claim 39 selected from compounds, their tautomers and their pharmaceutically acceptable salts, of the group consisting of :



; and



41. A compound of Claim 39 having Formula XC:



(XC)

wherein

Z represents a carbon atom or a nitrogen atom;

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino,

alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; and

R^2 is cyclohexyl substituted with one or more substituents selected from optionally substituted hydroxyalkyl, alkylaminoalkylene and cycloalkylamino; and

R^4 is selected from cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more substituents independently selected from halo, haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl, wherein said haloalkyl, haloalkoxy, alkoxy, hydroxy, alkyl, alkenyl, and alkynyl substituents may be optionally substituted with one or more alkylene, alkenylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^5 represents one or more substituents independently selected from hydrogen, aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy, wherein said aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy substituents may be optionally substituted with one or more alkylene, alkenylene, hydroxy, halo, haloalkyl, alkoxy, keto,

amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

42. A compound of Claim 41 wherein R^2 is cyclohexyl substituted with at least one substituent attached to the 4-position carbon ring atom of the cyclohexyl ring.

43. A compound of Claim 41 wherein Z represents a carbon atom.

44. A compound of Claim 41 wherein Z represents a nitrogen atom.

45. A compound of Claim 41 wherein R^1 is selected from hydrido, alkyl, hydroxyalkyl and alkynyl.

46. A compound of Claim 41 wherein R^1 is hydrido.

47. A compound of Claim 41 wherein R^2 is cyclohexyl substituted with one or more substituents selected from optionally substituted lower hydroxyalkyl, lower alkylaminoalkylene and cycloalkylamino.

48. A compound of Claim 41 wherein R^4 is optionally substituted phenyl.

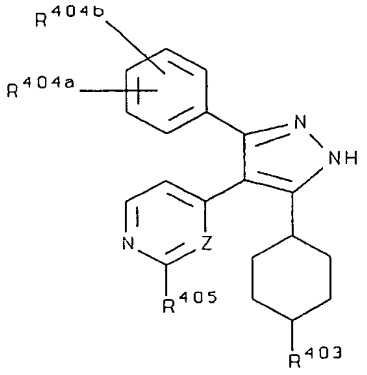
49. A compound of Claim 41 wherein R^4 is phenyl optionally substituted at a substitutable position with one or more radicals independently selected from chloro, fluoro, bromo and iodo.

50. A compound of Claim 41 wherein R^4 is phenyl optionally substituted at the meta or para position with

one or more chloro radicals.

51. A compound of Claim 41 wherein R^5 is hydrido.

52. A compound of Claim 41 having Formula XXIA:



(XXIA)

wherein:

Z represents a carbon atom or a nitrogen atom;

R^{403} is selected from hydroxyalkyl, alkylaminoalkylene and cycloalkylamino; and

R^{404a} and R^{404b} are independently selected from hydrogen, halo, haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl, wherein said haloalkyl, haloalkoxy, alkoxy, hydroxy, alkyl, alkenyl, and alkynyl substituents may be optionally substituted with one or more alkylene, alkenylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^{405} is selected from hydrogen, aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy, wherein said aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy

substituents may be optionally substituted with one or more alkylene, alkenylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

53. A compound of Claim 52 wherein:

R^{403} is selected from lower hydroxyalkyl, lower alkylaminoalkylene and cycloalkylamino; and

R^{404a} and R^{404b} are independently selected from hydrogen, halo, lower haloalkyl, lower haloalkoxy, lower alkoxy, cyano, hydroxy, lower alkyl, lower alkenyl, and lower alkynyl, wherein said lower haloalkyl, lower haloalkoxy, lower alkoxy, cyano, hydroxy, lower alkyl, lower alkenyl, and lower alkynyl substituents may be optionally substituted with one or more lower alkylene, lower alkenylene, lower alkynylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; and

R^{405} is selected from hydrogen, phenyl, lower alkylamino, lower alkylthio, lower alkyloxy, phenyloxy, phenylamino, phenylthio, and phenylalkoxy, wherein said phenyl, lower alkylamino, lower alkylthio, lower alkyloxy, phenyloxy, phenylamino, phenylthio, and phenylalkoxy may be optionally substituted with one or more lower alkylene, lower alkenylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

54. A compound of Claim 52 wherein Z represents a carbon atom.

55. A compound of Claim 52 wherein Z represents a nitrogen atom.

56. A compound of Claim 52 wherein R^{403} is optionally substituted hydroxyalkyl.

57. A compound of Claim 52 wherein R^{403} is optionally substituted alkylaminoalkylene.

58. A compound of Claim 57 wherein R^{403} is optionally substituted dialkylaminoalkylene.

59. A compound of Claim 52 wherein R^{403} is optionally substituted cycloalkylamino.

60. A compound of Claim 52 wherein R^{404a} is selected from chloro, fluoro, bromo and iodo.

61. A compound of Claim 52 wherein R^{404a} is meta-chloro or para-chloro.

62. A compound of Claim 52 wherein R^{405} is hydrido.

63. A compound of Claim 52 wherein:

R^{403} is optionally substituted lower hydroxyalkyl;

R^{404a} is selected from chloro, fluoro, bromo and iodo; and

R^{405} is hydrido.

64. A compound of Claim 52 wherein:

R^{403} is selected from optionally substituted hydroxymethyl, hydroxyethyl, hydroxypropyl and hydroxybutyl;

R^{404a} is selected from chloro, fluoro, bromo and iodo; and

R^{405} is hydrido.

65. A compound of Claim 64 wherein R^{404a} is meta-chloro or para-chloro.

66. A compound of Claim 52 wherein:

R^{403} is optionally substituted lower alkylaminoalkylene;

R^{404a} is selected from chloro, fluoro, bromo and iodo; and

R^{405} is hydrido.

67. A compound of Claim 52 wherein:

R^{403} is selected from optionally substituted methylaminomethylene, methylaminoethylene, methylaminopropylene, ethylaminomethylene, ethylaminoethylene, ethylaminopropylene, propylaminomethylene, propylaminoethylene, propylaminopropylene, dimethylaminomethylene, dimethylaminoethylene, dimethylaminopropylene, diethylaminomethylene, diethylaminoethylene, diethylaminopropylene, dipropylaminomethylene, dipropylaminoethylene, and dipropylaminopropylene;

R^{404a} is selected from chloro, fluoro, bromo and iodo; and

R^{405} is hydrido.

68. A compound of Claim 67 wherein R^{404a} is meta-chloro or para-chloro.

69. A compound of Claim 52 wherein:

R^{403} is optionally substituted cycloalkylamino;

R^{404a} is selected from chloro, fluoro, bromo and iodo; and

R^{405} is hydrido.

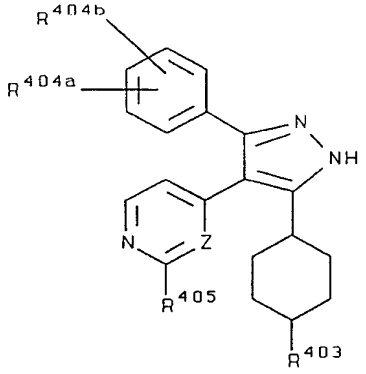
70. A compound of Claim 52 wherein:

R^{403} is selected from optionally substituted cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{404a} is selected from chloro, fluoro, bromo and iodo; and

R^{405} is hydrido.

71. A compound of Formula XXIB:



(XXIB)

wherein:

Z represents a carbon atom or a nitrogen atom;

R^{403} is selected from alkylamino; and

R^{404a} and R^{404b} are independently selected from hydrogen, halo, haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl, wherein said haloalkyl, haloalkoxy, alkoxy, hydroxy, alkyl, alkenyl, and alkynyl substituents may be optionally substituted with one or more alkylene, alkenylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro,

cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^{405} is selected from hydrogen, aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy, wherein said aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy substituents may be optionally substituted with one or more alkylene, alkenylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

72. A compound of Claim 71 wherein:

R^{403} is selected from lower alkylamino; and

R^{404a} and R^{404b} are independently selected from hydrogen, halo, lower haloalkyl, lower haloalkoxy, lower alkoxy, cyano, hydroxy, lower alkyl, lower alkenyl, and lower alkynyl, wherein said lower haloalkyl, lower haloalkoxy, lower alkoxy, cyano, hydroxy, lower alkyl, lower alkenyl, and lower alkynyl substituents may be optionally substituted with one or more lower alkylene, lower alkenylene, lower alkynylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; and

R^{405} is selected from hydrogen, phenyl, lower alkylamino, lower alkylthio, lower alkyloxy, phenyloxy, phenylamino, phenylthio, and phenylalkoxy, wherein said phenyl, lower alkylamino, lower alkylthio, lower alkyloxy, phenyloxy, phenylamino, phenylthio, and phenylalkoxy may be optionally substituted with one or more lower alkylene, lower alkenylene, hydroxy, halo,

lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

73. A compound of Claim 71 wherein Z represents a carbon atom.

74. A compound of Claim 71 wherein Z represents a nitrogen atom.

75. A compound of Claim 71 wherein R^{403} is optionally substituted dialkylamino.

76. A compound of Claim 71 wherein R^{404a} is selected from chloro, fluoro, bromo and iodo.

77. A compound of Claim 71 wherein R^{404a} is meta-chloro or para-chloro.

78. A compound of Claim 71 wherein R^{405} is hydrido.

79. A compound of Claim 71 wherein:

R^{403} is optionally substituted lower alkylamino;

R^{404a} is selected from chloro, fluoro, bromo and iodo; and

R^{405} is hydrido.

80. A compound of Claim 71 wherein:

R^{403} is selected from optionally substituted methylamino, ethylamino, n-propylamino, isopropylamino, n-butylamino, sec-butylamino, t-butylamino, isobutylamino, dimethylamino, diethylamino, di-n-propylamino, di-isopropylamino, di-n-butylamino, di-sec-

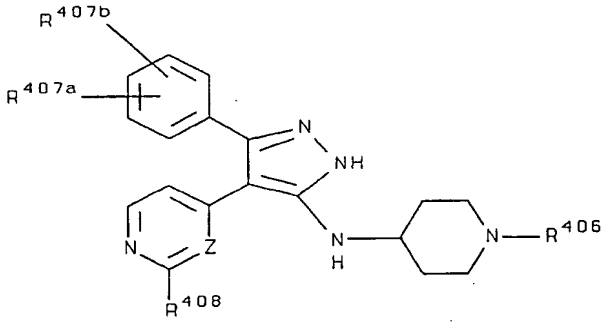
butylamino, di-t-butylamino, and di-isobutylamino;

R^{404a} is selected from chloro, fluoro, bromo and iodo; and

R^{405} is hydrido.

81. A compound of Claim 80 wherein R^{404a} is meta-chloro or para-chloro.

82. A compound Formula XXII:



(XXII)

wherein:

Z represents a carbon atom or a nitrogen atom;

R^{406} is alkynyl; and

R^{407a} and R^{407b} are independently selected from hydrogen, halo, haloalkyl, haloalkoxy, alkoxy, cyano, hydroxy, alkyl, alkenyl, and alkynyl, wherein said haloalkyl, haloalkoxy, alkoxy, hydroxy, alkyl, alkenyl, and alkynyl substituents may be optionally substituted with one or more alkylene, alkenylene, alkynylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; and

R^{408} is selected from hydrogen, aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio,

aralkoxy, wherein said aryl, alkylamino, alkylthio, alkyloxy, aryloxy, arylamino, arylthio, aralkoxy substituents may be optionally substituted with one or more alkylene, alkenylene, hydroxy, halo, haloalkyl, alkoxy, keto, amino, nitro, cyano, alkylsulfonyl, alkylsulfinyl, alkylthio, alkoxyalkyl, aryloxy, heterocyclyl, and heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer thereof.

83. A compound of Claim 82 wherein:

R^{406} is selected from lower alkynyl; and

R^{407a} and R^{407b} are independently selected from hydrogen, halo, lower haloalkyl, lower haloalkoxy, lower alkoxy, cyano, hydroxy, lower alkyl, lower alkenyl, and lower alkynyl, wherein said lower haloalkyl, lower haloalkoxy, lower alkoxy, cyano, hydroxy, lower alkyl, lower alkenyl, and lower alkynyl substituents may be optionally substituted with one or more lower alkylene, lower alkenylene, lower alkynylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; and

R^{408} is selected from hydrogen, phenyl, lower alkylamino, lower alkylthio, lower alkyloxy, phenyloxy, phenylamino, phenylthio, and phenylalkoxy, wherein said phenyl, lower alkylamino, lower alkylthio, lower alkyloxy, phenyloxy, phenylamino, phenylthio, and phenylalkoxy may be optionally substituted with one or more lower alkylene, lower alkenylene, hydroxy, halo, lower haloalkyl, lower alkoxy, keto, amino, nitro, cyano, lower alkylsulfonyl, lower alkylsulfinyl, lower alkylthio, lower alkoxyalkyl, phenyloxy, heterocyclyl, and lower heteroaralkoxy; or

a pharmaceutically-acceptable salt or tautomer

thereof.

84. A compound of Claim 82 wherein Z represents a carbon atom.

85. A compound of Claim 82 wherein Z represents a nitrogen atom.

86. A compound of Claim 82 wherein R^{407a} is selected from chloro, fluoro, bromo and iodo.

87. A compound of Claim 82 wherein R^{407a} is meta-chloro or para-chloro.

88. A compound of Claim 82 wherein R^{408} is hydrido.

89. A compound of Claim 82 wherein:

R^{406} is optionally substituted lower alkynyl;

R^{407a} is selected from chloro, fluoro, bromo and iodo; and

R^{408} is hydrido.

90. A compound of Claim 82 wherein:

R^{406} is selected from optionally substituted ethynyl, propynyl and butynyl;

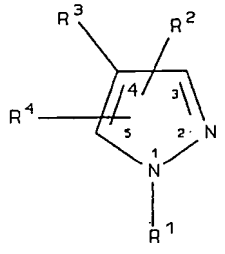
R^{407a} is selected from chloro, fluoro, bromo and iodo; and

R^{408} is hydrido.

91. A compound of Claim 82 wherein R^{406} is propargyl.

92. A compound of Claim 82 wherein R^{407a} is meta-chloro or para-chloro.

93. A compound of Formula IA

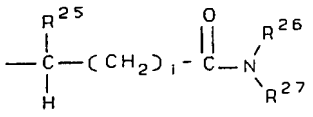


(IA)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^1 has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene, alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl, alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene, arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene, arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene, alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene, cycloalkylthioalkylene, alkylthioarylene,

aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, and alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene, alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals independently selected from halogen, alkyl and alkoxy; and

R^2 is selected from mercapto, aryl(hydroxyalkyl)amino, N-alkyl-N-alkynyl-amino, aminocarbonylalkylene, alkylcarbonylaminoalkylene,

aminoalkylcarbonylaminoalkylene, alkylaminoalkylcarbonylamino, aminoalkylthio, alkylaminocarbonylalkylthio, alkylaminoalkylaminocarbonylalkylthio, cyanoalkylthio, alkenylthio, alkynylthio, carboxyalkylthio, alkoxycarbonylalkylthio, alkylsulfinyl, alkylsulfonyl, alkoxyalkyl, alkoxyalkylthio, alkoxycarbonylalkylamino, alkoxycarbonylaminoalkylene, alkoxycarbonylaminoalkoxy, aralkythio, heterocyclylalkylthio, aminoalkoxy, cyanoalkoxy, carboxyalkoxy, aryloxy, aralkoxy, alkenyloxy, alkynyloxy, and heterocyclylalkyloxy; or

R^2 is R^{200}-heterocyclyl-R^{201}, R^{200}-aryl-R^{201}, or R^{200}-cycloalkyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-C(O)-$;

$-C(O)-(CH_2)_y-$;

$-C(O)-O-(CH_2)_y-$;

$-(CH_2)_y-C(O)-$;

$-O-(CH_2)_y-C(O)-$;

$-NR^{202}-$;

$-NR^{202}-(CH_2)_y-$;

$-(CH_2)_y-NR^{202}-$;

$-(CH_2)_y-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-C(O)-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-NR^{203}-(CH_2)_z-$;

$-S(O)_x-(CR^{202}R^{203})_y-$;

$-(CR^{202}R^{203})_y-S(O)_x-$;

$-S(O)_x-(CR^{202}R^{203})_y-O-$;

$-S(O)_x-(CR^{202}R^{203})_y-C(O)-$;

$-O-(CH_2)_y-$;

$-(CH_2)_y-O-$;

$-S-$; and

$-O-$;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxyalkyl, cycloalkyl, hydroxyalkylcarbonyl, cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, alkoxyalkylene, alkoxyarylene, carboxyalkylcarbonyl, alkoxyalkylcarbonyl, heterocyclylalkylcarbonyl, alkylsulfonylalkylene, aminoalkyl, aralkylamino, alkylaminoalkylene, aminocarbonyl, alkylcarbonylamino, alkylcarbonylaminoalkylene, alkylaminoalkylcarbonyl, alkylaminoalkylcarbonylamino, aminoalkylcarbonylaminoalkyl, alkoxycarbonylamino, alkoxyalkylcarbonylamino, alkoxycarbonylaminoalkylene, alkylimidocarbonyl, amidino, alkylamidino, aralkylamidino, guanidino, guanidinoalkylene, and alkylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, alkyl, aryl and aralkyl; and

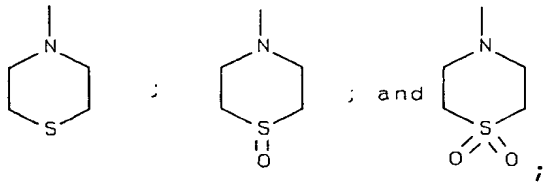
y and z are independently 0, 1, 2, 3, 4, 5 or 6 wherein y + z is less than or equal to 6; and

x is 0, 1 or 2; or

R^2 is $-NHCR^{204}R^{205}$ wherein R^{204} is alkylaminoalkylene, and R^{205} is aryl; or

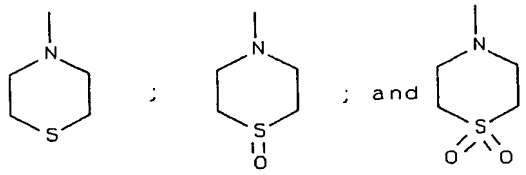
R^2 is $-C(NR^{206})R^{207}$ wherein R^{206} is selected from hydrogen and hydroxy, and R^{207} is selected from alkyl, aryl and aralkyl; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



;

wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



groups may be optionally substituted with one or more radicals independently selected from halo, keto, alkyl, aralkyl, aralkenyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfinyl, arylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkoxy, heterocyclylalkoxy, amino, alkylamino, alkenylamino, alkynylamino, cycloalkylamino, cycloalkenylamino, arylamino, haloarylamino, heterocyclylamino, aminocarbonyl, cyano, hydroxy, hydroxyalkyl, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxycarbonyl, aryloxycarbonyl, heterocyclyloxycarbonyl, alkoxycarbonylamino, alkoxyarylamino, alkoxyaralkylamino, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkylaminoalkylamino, hydroxyalkylamino, aralkylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, heterocyclylalkylamino, alkylheterocyclylalkylamino, aralkylheterocyclylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino, nitro, alkylaminocarbonyl, alkylcarbonylamino, haloalkylsulfonyl, aminoalkyl, haloalkyl, alkylcarbonyl, hydrazinyl, alkylhydrazinyl, arylhydrazinyl, and $-NR^{44}R^{45}$ wherein R^{44} is alkylcarbonyl or amino, and R^{45} is alkyl or aralkyl; and

R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more radicals independently selected from halo, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, alkylthio, arylthio, alkylthioalkylene, arylthioalkylene, alkylsulfinyl,

alkylsulfinylalkylene, arylsulfinylalkylene, alkylsulfonyl, alkylsulfonylalkylene, arylsulfonylalkylene, alkoxy, aryloxy, aralkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxycarbonyl, aryloxycarbonyl, haloalkyl, amino, cyano, nitro, alkylamino, arylamino, alkylaminoalkylene, arylaminoalkylene, aminoalkylamino, and hydroxy;

provided R^3 is not 2-pyridinyl when R^4 is a phenyl ring containing a 2-hydroxy substituent and when R^1 is hydrido; and

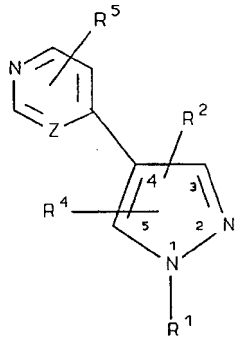
further provided R^2 is selected from $-R^{200}$-heterocyclyl-R^{201}, $-R^{200}$-aryl-R^{201}, or $-R^{200}$-unsubstituted cycloalkyl-R^{201} when R^4 is hydrido; and

further provided that R^4 is not methylsulfonylphenyl or aminosulfonylphenyl; and

further provided that R^1 is not methylsulfonylphenyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

94. A compound of Formula IXA:



(IXA)

wherein

Z represents a carbon atom or a nitrogen atom; and

R^1 is selected from hydrido, lower alkyl, lower

hydroxyalkyl, lower alkynyl, lower aralkyl, lower aminoalkyl and lower alkylaminoalkyl; and

R^2 is lower hydroxyalkylamino; or

R^2 is R^{200}-heterocyclyl-R^{201} or R^{200}-cycloalkyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-NR^{202}-$;

$-NR^{202}-(CH_2)_y-$;

$-(CH_2)_y-NR^{202}-$;

$-O-(CH_2)_y-$;

$-(CH_2)_y-O-$;

$-S-$;

$-O-$;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, lower hydroxyalkyl, lower cycloalkyl, lower hydroxyalkylcarbonyl, lower cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, lower alkoxyalkylene, lower alkoxyarylene, lower carboxyalkylcarbonyl, lower alkoxyalkylcarbonyl, lower heterocyclylalkylcarbonyl, lower alkylsulfonylalkylene, amino, lower aminoalkyl, lower aralkylamino, lower alkylaminoalkylene, aminocarbonyl, lower alkylcarbonylamino, lower alkylcarbonylaminoalkylene, lower alkylaminoalkylcarbonyl, lower alkylaminoalkylcarbonylamino, lower aminoalkylcarbonylaminoalkyl, lower alkoxycarbonylamino, lower alkoxyalkylcarbonylamino, lower alkoxycarbonylaminoalkylene, lower alkylimidocarbonyl, amidino, lower alkylamidino, lower aralkylamidino, guanidino, lower guanidinoalkylene, and lower alkylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, lower alkyl, aryl and lower aralkyl; and

y is 0, 1, 2 or 3; and

R^4 is selected from aryl selected from phenyl, biphenyl, naphthyl, wherein said aryl is optionally substituted at a substitutable position with one or more radicals independently selected from halo, lower alkyl, lower alkoxy, aryloxy, lower aralkoxy, lower haloalkyl, lower alkylthio, lower alkylamino, nitro, and hydroxy; and

R^5 is selected from hydrido, halo, amino, cyano, aminocarbonyl, lower alkyl, lower alkoxy, hydroxy, lower aminoalkyl, lower aralkyl, lower aralkyloxy, lower aralkylamino, lower alkoxycarbonyl, lower alkylamino, lower hydroxyalkylamino, lower alkylcarbonyl, lower aralkenyl, lower arylheterocyclyl, carboxy, lower cycloalkylamino, lower hydroxycycloalkylamino, lower alkoxycarbonylamino, lower alkoxyaralkylamino, lower alkylaminoalkylamino, lower heterocyclylamino, lower heterocyclylalkylamino, lower aralkylheterocyclylamino, lower alkylaminocarbonyl, lower alkylcarbonyl, lower alkoxyaralkylamino, hydrazinyl, and lower alkylhydrazinyl, or $-NR^{62}R^{63}$ wherein R^{62} is lower alkylcarbonyl or amino, and R^{63} is lower alkyl or lower phenylalkyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

95. A compound of Claim 94 wherein R^2 is R^{200}-heterocyclyl-R^{201}.

96. A compound of Claim 94 wherein R^2 is R^{200}-cycloalkyl-R^{201}.

97. A compound of Claim 94 wherein:

R^1 is selected from hydrido, methyl, ethyl, hydroxyethyl and propargyl; and

R^2 is R^{200}-piperidinyl-R^{201}, R^{200}-piperazinyl-R^{201}, or R^{200}-cyclohexyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxymethyl, hydroxyethyl, hydroxypropyl, hydroxybutyl, (1-hydroxy-1,1-dimethyl)ethyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, methoxymethylene, methoxyethylene, methoxypropylene, ethoxyethylene, ethoxypropylene, propoxyethylene, propoxypropylene, methoxyphenylene, ethoxyphenylene, propoxyphenylene, cyclopropylcarbonyl, cyclobutylcarbonyl, cyclopentylcarbonyl, cyclohexylcarbonyl, benzoyl, chlorobenzoyl, fluorobenzoyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, hydroxypropylcarbonyl, carboxymethylcarbonyl, carboxyethylcarbonyl, carboxypropylcarbonyl, methoxymethylcarbonyl, methoxyethylcarbonyl, methoxypropylcarbonyl, ethoxymethylcarbonyl, ethoxyethylcarbonyl, ethoxypropylcarbonyl, propoxymethylcarbonyl, propoxyethylcarbonyl, propoxypropylcarbonyl, methoxyphenylcarbonyl, ethoxyphenylcarbonyl, propoxyphenylcarbonyl, piperidinylmethylcarbonyl, piperazinylmethylcarbonyl, morpholinylcarbonyl, methylsulfonylmethylene, amino, aminomethyl, aminoethyl, aminopropyl, phenylamino, benzylamino, methylaminomethylene, ethylaminomethylene, methylaminoethylene, ethylaminoethylene, aminocarbonyl, methylcarbonylamino, ethylcarbonylamino, methylaminomethylcarbonyl, ethylaminomethylcarbonyl, methylcarbonylaminomethylene, ethylcarbonylaminomethylene, aminomethylcarbonylaminocarbonylmethylene, methoxycarbonylamino, ethoxycarbonylamino,

methoxymethylcarbonylamino, methoxyethylcarbonylamino, ethoxymethylcarbonylamino, ethoxyethylcarbonylamino, methoxycarbonylaminomethylene, ethoxycarbonylaminomethylene, methylimidocarbonyl, ethylimidocarbonyl, amidino, methylamidino, methylamidino, benzylamidino, guanidino, guanidinomethylene, guanidinoethylene, and methylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, methyl, ethyl, propyl, butyl, phenyl and benzyl; and

y is 0, 1 or 2; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from methylthio, fluoro, chloro, bromo, iodo, methyl, ethyl, methoxy, ethoxy, phenoxy, benzyloxy, trifluoromethyl, nitro, dimethylamino, and hydroxy; and

R^5 is selected from hydrido, fluoro, chloro, bromo, iodo, hydroxy, methyl, ethyl, propyl, benzyl, fluorophenylethyl, fluorophenylethenyl, fluorophenylpyrazolyl, cyano, carboxy, methoxy, methoxycarbonyl, aminocarbonyl, acetyl, methylamino, dimethylamino, 2-methylbutylamino, ethylamino, dimethylaminoethylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, imidazolylamino, morpholinylethylamino, (1-ethyl-2-hydroxy)ethylamino, piperidinylamino, pyridinylmethylamino, phenylmethylpiperidinylamino, aminomethyl, cyclopropylamino, amino, ethoxycarbonylamino, methoxyphenylmethylamino, phenylmethylamino, fluorophenylmethylamino, fluorophenylethylamino, methylaminoethylamino, dimethylaminoethylamino, methylaminopropylamino, dimethylaminopropylamino, methylaminobutylamino, dimethylaminobutylamino, methylaminopentylamino,

dimethylaminopentylamino, ethylaminoethylamino, diethylaminoethylamino, ethylaminopropylamino, diethylaminopropylamino, ethylaminobutylamino, diethylaminobutylamino, ethylaminopentylamino, methylaminocarbonyl, methylcarbonyl, ethylcarbonyl, hydrazinyl, and 1-methylhydrazinyl, or $-NR^{62}R^{63}$ wherein R^{62} is methylcarbonyl or amino, and R^{63} is methyl or benzyl; or

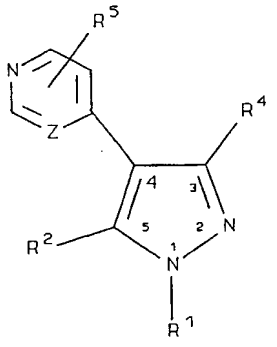
a pharmaceutically-acceptable salt or tautomer thereof.

98. A compound of Claim 97 wherein R^2 is R^{200}-piperidinyl-R^{201}.

99. A compound of Claim 97 wherein R^2 is R^{200}-pyrazinyl-R^{201}.

100. A compound of Claim 97 wherein R^2 is R^{200}-cyclohexyl-R^{201}.

101. A compound of Claim 94 having the Formula XA:



(XA)

wherein:

Z represents a carbon atom or a nitrogen atom; and

R^1 is selected from hydrido, methyl, ethyl,

hydroxyethyl and propargyl; and

R^2 is R^{200}-piperidinyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxymethyl, hydroxyethyl, hydroxypropyl, hydroxybutyl, (1-hydroxy-1,1-dimethyl)ethyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, methoxymethylene, methoxyethylene, methoxypropylene, ethoxyethylene, ethoxypropylene, propoxyethylene, propoxypropylene, methoxyphenylene, ethoxyphenylene, propoxyphenylene, cyclopropylcarbonyl, cyclobutylcarbonyl, cyclopentylcarbonyl, cyclohexylcarbonyl, benzoyl, chlorobenzoyl, fluorobenzoyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, hydroxypropylcarbonyl, carboxymethylcarbonyl, carboxyethylcarbonyl, carboxypropylcarbonyl, methoxymethylcarbonyl, methoxyethylcarbonyl, methoxypropylcarbonyl, ethoxymethylcarbonyl, ethoxyethylcarbonyl, ethoxypropylcarbonyl, propoxymethylcarbonyl, propoxyethylcarbonyl, propoxypropylcarbonyl, methoxyphenylcarbonyl, ethoxyphenylcarbonyl, propoxyphenylcarbonyl, piperidinylmethylcarbonyl, piperazinylmethylcarbonyl, morpholinylcarbonyl, methylsulfonylmethylene, amino, aminomethyl, aminoethyl, aminopropyl, N-methylamino, N,N-dimethylamino, N-ethylamino, N,N-diethylamino, N-propylamino, N,N-dipropylamino, phenylamino, benzylamino, methylaminomethylene, ethylaminomethylene, methylaminoethylene, ethylaminoethylene, aminocarbonyl, methylcarbonylamino, ethylcarbonylamino,

methylaminomethylcarbonyl, ethylaminomethylcarbonyl, methylcarbonylaminomethylene, ethylcarbonylaminomethylene, aminomethylcarbonylaminocarbonylmethylene, methoxycarbonylamino, ethoxycarbonylamino, methoxymethylcarbonylamino, methoxyethylcarbonylamino, ethoxymethylcarbonylamino, ethoxyethylcarbonylamino, methoxycarbonylaminomethylene, ethoxycarbonylaminomethylene, methylimidocarbonyl, ethylimidocarbonyl, amidino, methylamidino, methylamidino, benzylamidino, guanidino, guanidinomethylene, guanidinoethylene, and methylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, methyl, ethyl, propyl, butyl, phenyl and benzyl; and

y is 0, 1 or 2; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, ethyl, methoxy and ethoxy; and

R^5 is selected from hydrido, fluoro, chloro, bromo, hydroxy, methyl, ethyl, propyl, benzyl, cyano, carboxy, methoxy, methoxycarbonyl, aminocarbonyl, acetyl, methylamino, dimethylamino, 2-methylbutylamino, ethylamino, dimethylaminoethylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, imidazolylamino, morpholinylethylamino, (1-ethyl-2-hydroxy)ethylamino, piperidinylamino, pyridinylmethylamino, phenylmethylpiperidinylamino, aminomethyl, cyclopropylamino, amino, ethoxycarbonylamino, methoxyphenylmethylamino, phenylmethylamino, fluorophenylmethylamino, fluorophenylethylamino, methylaminoethylamino, dimethylaminoethylamino, methylaminopropylamino,

dimethylaminopropylamino, methylaminobutylamino, dimethylaminobutylamino, methylaminopentylamino, dimethylaminopentylamino, ethylaminoethylamino, diethylaminoethylamino, ethylaminopropylamino, diethylaminopropylamino, ethylaminobutylamino, diethylaminobutylamino, ethylaminopentylamino, methylaminocarbonyl, methylcarbonyl, and ethylcarbonyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

102. A compound of Claim 101 wherein:

R^1 is selected from hydrido, methyl, ethyl, hydroxyethyl and propargyl; and

R^2 is R^{200}-piperidinyl-R^{201} wherein:

R^{200} is selected from:

methylene;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxymethyl, hydroxyethyl, hydroxypropyl, (1-hydroxy-1,1-dimethyl)ethyl, methoxymethyl, methoxyethyl, methoxypropyl, ethoxyethyl, ethoxypropyl, propoxyethyl, propoxypropyl, methoxyphenyl, ethoxyphenyl, propoxyphenyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, carboxymethylcarbonyl, carboxyethylcarbonyl, methoxymethylcarbonyl, methoxyethylcarbonyl, methoxypropylcarbonyl, ethoxymethylcarbonyl, ethoxyethylcarbonyl, ethoxypropylcarbonyl, propoxymethylcarbonyl, propoxyethylcarbonyl, propoxypropylcarbonyl, methoxyphenylcarbonyl, ethoxyphenylcarbonyl, propoxyphenylcarbonyl, methylsulfonylmethylene, amino,

aminomethyl, aminoethyl, aminopropyl, N-benzylamino, methylaminomethylene, aminocarbonyl, methoxycarbonylamino, ethoxycarbonylamino, or methylsulfonylamino; and

R^{202} is selected from hydrido, methyl, ethyl, phenyl and benzyl; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, ethyl, methoxy and ethoxy; and

R^5 is selected from hydrido, fluoro, chloro, bromo, hydroxy, methyl, ethyl, cyano, carboxy, methoxy, methoxycarbonyl, aminocarbonyl, acetyl, methylamino, dimethylamino, ethylamino, dimethylaminoethylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, (1-ethyl-2-hydroxy)ethylamino, aminomethyl, cyclopropylamino, amino, ethoxycarbonylamino, methoxyphenylmethylamino, phenylmethylamino, fluorophenylmethylamino, fluorophenylethylamino, methylaminoethylamino, dimethylaminoethylamino, methylaminopropylamino, dimethylaminopropylamino, methylaminobutylamino, dimethylaminobutylamino, methylaminopentylamino, dimethylaminopentylamino, ethylaminoethylamino, diethylaminoethylamino, ethylaminopropylamino, diethylaminopropylamino, ethylaminobutylamino, diethylaminobutylamino, ethylaminopentylamino, methylaminocarbonyl, methylcarbonyl, and ethylcarbonyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

103. A compound of Claim 101 wherein:

R^1 is hydrido; and

R^2 is R^{200}-piperidinyl-R^{201} wherein:

R^{200} is selected from:

methylene;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxymethyl, hydroxyethyl, hydroxypropyl, methoxymethyl, methoxyethyl, methoxypropyl, ethoxyethyl, ethoxypropyl, propoxyethyl, propoxypropyl, methoxyphenyl, ethoxyphenyl, propoxyphenyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, carboxymethylcarbonyl, carboxyethylcarbonyl, methoxymethylcarbonyl, methoxyethylcarbonyl, ethoxymethylcarbonyl, ethoxyethylcarbonyl, methoxyphenylcarbonyl, ethoxyphenylcarbonyl, amino, aminomethyl, aminoethyl, aminopropyl, N-benzylamino, methylaminomethylene, aminocarbonyl, methoxycarbonylamino, and ethoxycarbonylamino; and

R^{202} is selected from hydrido, methyl phenyl and benzyl; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, and methoxy; and

R^5 is selected from hydrido, methylamino, dimethylamino, 2-methylbutylamino, ethylamino, dimethylaminoethylamino, hydroxypropylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, (1-ethyl-2-hydroxy)ethylamino, aminomethyl, cyclopropylamino, amino, dimethylaminoethylamino, dimethylaminopropylamino, dimethylaminobutylamino, dimethylaminopentylamino, diethylaminoethylamino, diethylaminopropylamino, diethylaminobutylamino, and

diethylaminopentylamino; or

a pharmaceutically-acceptable salt or tautomer thereof.

104. A compound of Claim 101 wherein:

R^1 is hydrido; and

R^2 is R^{200}-piperidinyl-R^{201} wherein:

R^{200} is selected from:

methylene;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of methoxyethyl, methylcarbonyl, hydroxymethylcarbonyl, methoxymethylcarbonyl, and amino; and

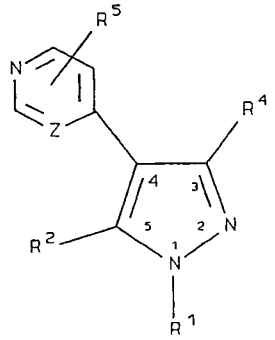
R^{202} is selected from hydrido and methyl; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, and methoxy; and

R^5 is selected from hydrido, hydroxypropylamino, hydroxycyclohexylamino, diethylaminoethylamino; or

a pharmaceutically-acceptable salt or tautomer thereof.

105. A compound of Claim 94 having the Formula XA:



(XA)

wherein:

Z represents a carbon atom or a nitrogen atom; and

R^1 is selected from hydrido, methyl, ethyl, hydroxyethyl and propargyl; and

R^2 is R^{200}-piperazinyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxymethyl, hydroxyethyl, hydroxypropyl, hydroxybutyl, (1-hydroxy-1,1-dimethyl)ethyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, methoxymethylene, methoxyethylene, methoxypropylene, ethoxyethylene, ethoxypropylene, propoxyethylene, propoxypropylene, methoxyphenylene, ethoxyphenylene, propoxyphenylene, cyclopropylcarbonyl, cyclobutylcarbonyl, cyclopentylcarbonyl, cyclohexylcarbonyl, benzoyl, chlorobenzoyl, fluorobenzoyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, hydroxypropylcarbonyl, carboxymethylcarbonyl, carboxyethylcarbonyl, carboxypropylcarbonyl, methoxymethylcarbonyl, methoxyethylcarbonyl, methoxypropylcarbonyl, ethoxymethylcarbonyl, ethoxyethylcarbonyl, ethoxypropylcarbonyl, propoxymethylcarbonyl, propoxyethylcarbonyl, propoxypropylcarbonyl, methoxyphenylcarbonyl, ethoxyphenylcarbonyl, propoxyphenylcarbonyl, piperidinylmethylcarbonyl, piperazinylmethylcarbonyl, morpholinylcarbonyl, methylsulfonylmethylene, amino, aminomethyl, aminoethyl, aminopropyl, phenylamino, benzylamino, methylaminomethylene, ethylaminomethylene, methylaminoethylene, ethylaminoethylene, aminocarbonyl,

methylcarbonylamino, ethylcarbonylamino, methylaminomethylcarbonyl, ethylaminomethylcarbonyl, methylcarbonylaminomethylene, ethylcarbonylaminomethylene, aminomethylcarbonylaminocarbonylmethylene, methoxycarbonylamino, ethoxycarbonylamino, methoxymethylcarbonylamino, methoxyethylcarbonylamino, ethoxymethylcarbonylamino, ethoxyethylcarbonylamino, methoxycarbonylaminomethylene, ethoxycarbonylaminomethylene, methylimidocarbonyl, ethylimidocarbonyl, amidino, methylamidino, methylamidino, benzylamidino, guanidino, guanidinomethylene, guanidinoethylene, and methylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, methyl, ethyl, propyl, butyl, phenyl and benzyl; and

y is 0, 1 or 2; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, ethyl, methoxy and ethoxy; and

R^5 is selected from hydrido, fluoro, chloro, bromo, hydroxy, methyl, ethyl, propyl, benzyl, cyano, carboxy, methoxy, methoxycarbonyl, aminocarbonyl, acetyl, methylamino, dimethylamino, 2-methylbutylamino, ethylamino, dimethylaminoethylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, imidazolylamino, morpholinylethylamino, (1-ethyl-2-hydroxy)ethylamino, piperidinylamino, pyridinylmethylamino, phenylmethylpiperidinylamino, aminomethyl, cyclopropylamino, amino, ethoxycarbonylamino, methoxyphenylmethylamino, phenylmethylamino, fluorophenylmethylamino, fluorophenylethylamino, methylaminoethylamino,

dimethylaminoethylamino, methylaminopropylamino, dimethylaminopropylamino, methylaminobutylamino, dimethylaminobutylamino, methylaminopentylamino, dimethylaminopentylamino, ethylaminoethylamino, diethylaminoethylamino, ethylaminopropylamino, diethylaminopropylamino, ethylaminobutylamino, diethylaminobutylamino, ethylaminopentylamino, methylaminocarbonyl, methylcarbonyl, and ethylcarbonyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

106. A compound of Claim 105 wherein:

R^1 is selected from hydrido, methyl, ethyl, hydroxyethyl and propargyl; and

R^2 is R^{200}-piperazinyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxymethyl, hydroxyethyl, hydroxypropyl, (1-hydroxy-1,1-dimethyl)ethyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, methoxymethylene, methoxyethylene, ethoxyethylene, methoxyphenylene, ethoxyphenylene, cyclopropylcarbonyl, cyclobutylcarbonyl, cyclopentylcarbonyl, cyclohexylcarbonyl, benzoyl, chlorobenzoyl, fluorobenzoyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, hydroxypropylcarbonyl, carboxymethylcarbonyl, carboxyethylcarbonyl, carboxypropylcarbonyl, methoxymethylcarbonyl, methoxyethylcarbonyl, methoxypropylcarbonyl, ethoxymethylcarbonyl, ethoxyethylcarbonyl,

ethoxypropylcarbonyl, propoxymethylcarbonyl, propoxyethylcarbonyl, propoxypropylcarbonyl, methoxyphenylcarbonyl, ethoxyphenylcarbonyl, propoxyphenylcarbonyl, piperidinylmethylcarbonyl, piperazinylmethylcarbonyl, morpholinylcarbonyl, methylsulfonylmethylene, amino, aminomethyl, aminoethyl, aminopropyl, phenylamino, benzylamino, methylaminomethylene, ethylaminomethylene, methylaminoethylene, ethylaminoethylene, aminocarbonyl, methylcarbonylamino, ethylcarbonylamino, methylaminomethylcarbonyl, ethylaminomethylcarbonyl, methylcarbonylaminomethylene, ethylcarbonylaminomethylene, aminomethylcarbonylaminocarbonylmethylene, methoxycarbonylamino, ethoxycarbonylamino, methoxymethylcarbonylamino, methoxyethylcarbonylamino, ethoxymethylcarbonylamino, ethoxyethylcarbonylamino, methoxycarbonylaminomethylene, ethoxycarbonylaminomethylene, and methylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, methyl, ethyl, phenyl and benzyl; and

y is 0, 1 or 2; and

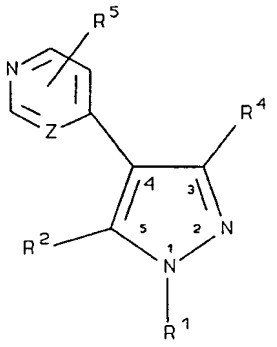
R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, ethyl, methoxy and ethoxy; and

R^5 is selected from hydrido, fluoro, chloro, bromo, hydroxy, methyl, ethyl, cyano, carboxy, methoxy, methoxycarbonyl, aminocarbonyl, acetyl, methylamino, dimethylamino, ethylamino, dimethylaminoethylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, (1-ethyl-2-hydroxy)ethylamino, aminomethyl, cyclopropylamino, amino, ethoxycarbonylamino,

methoxyphenylmethylamino, phenylmethylamino, fluorophenylmethylamino, fluorophenylethylamino, methylaminoethylamino, dimethylaminoethylamino, methylaminopropylamino, dimethylaminopropylamino, methylaminobutylamino, dimethylaminobutylamino, methylaminopentylamino, dimethylaminopentylamino, ethylaminoethylamino, diethylaminoethylamino, ethylaminopropylamino, diethylaminopropylamino, ethylaminobutylamino, diethylaminobutylamino, ethylaminopentylamino, methylaminocarbonyl, methylcarbonyl, and ethylcarbonyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

107. A compound of Claim 94 having the Formula XA:



(XA)

wherein:

Z represents a carbon atom or a nitrogen atom; and

R^1 is selected from hydrido, methyl, ethyl, hydroxyethyl and propargyl; and

R^2 is R^{200}-cyclohexyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-NR^{202}-$;

$-S-$;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxymethyl, hydroxyethyl, hydroxypropyl, hydroxybutyl, (1-hydroxy-1,1-dimethyl)ethyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, methoxymethylene, methoxyethylene, methoxypropylene, ethoxyethylene, ethoxypropylene, propoxyethylene, propoxypropylene, methoxyphenylene, ethoxyphenylene, propoxyphenylene, cyclopropylcarbonyl, cyclobutylcarbonyl, cyclopentylcarbonyl, cyclohexylcarbonyl, benzoyl, chlorobenzoyl, fluorobenzoyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, hydroxypropylcarbonyl, carboxymethylcarbonyl, carboxyethylcarbonyl, carboxypropylcarbonyl, methoxymethylcarbonyl, methoxyethylcarbonyl, methoxypropylcarbonyl, ethoxymethylcarbonyl, ethoxyethylcarbonyl, ethoxypropylcarbonyl, propoxymethylcarbonyl, propoxyethylcarbonyl, propoxypropylcarbonyl, methoxyphenylcarbonyl, ethoxyphenylcarbonyl, propoxyphenylcarbonyl, piperidinylmethylcarbonyl, piperazinylmethylcarbonyl, morpholinylcarbonyl, methylsulfonylmethylene, amino, aminomethyl, aminoethyl, aminopropyl, phenylamino, benzylamino, methylaminomethylene, ethylaminomethylene, methylaminoethylene, ethylaminoethylene, aminocarbonyl, methylcarbonylamino, ethylcarbonylamino, methylaminomethylcarbonyl, ethylaminomethylcarbonyl, methylcarbonylaminomethylene, ethylcarbonylaminomethylene, aminomethylcarbonylaminocarbonylmethylene, methoxycarbonylamino, ethoxycarbonylamino, methoxymethylcarbonylamino, methoxyethylcarbonylamino, ethoxymethylcarbonylamino, ethoxyethylcarbonylamino, methoxycarbonylaminomethylene,

ethoxycarbonylaminomethylene, methylimidocarbonyl, ethylimidocarbonyl, amidino, methylamidino, methylamidino, benzylamidino, guanidino, guanidinomethylene, guanidinoethylene, and methylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, methyl, ethyl, propyl, butyl, phenyl and benzyl; and

y is 0, 1 or 2; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, ethyl, methoxy and ethoxy; and

R^5 is selected from hydrido, fluoro, chloro, bromo, hydroxy, methyl, ethyl, propyl, benzyl, cyano, carboxy, methoxy, methoxycarbonyl, aminocarbonyl, acetyl, methylamino, dimethylamino, 2-methylbutylamino, ethylamino, dimethylaminoethylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, imidazolylamino, morpholinylethylamino, (1-ethyl-2-hydroxy)ethylamino, piperidinylamino, pyridinylmethylamino, phenylmethylpiperidinylamino, aminomethyl, cyclopropylamino, amino, ethoxycarbonylamino, methoxyphenylmethylamino, phenylmethylamino, fluorophenylmethylamino, fluorophenylethylamino, methylaminoethylamino, dimethylaminoethylamino, methylaminopropylamino, dimethylaminopropylamino, methylaminobutylamino, dimethylaminobutylamino, methylaminopentylamino, dimethylaminopentylamino, ethylaminoethylamino, diethylaminoethylamino, ethylaminopropylamino, diethylaminopropylamino, ethylaminobutylamino, diethylaminobutylamino, ethylaminopentylamino, methylaminocarbonyl, methylcarbonyl, and ethylcarbonyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

108. A compound of Claim 107 wherein:

R^1 is selected from hydrido, methyl, ethyl, hydroxyethyl and propargyl; and

R^2 is R^{200}-cyclohexyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxymethyl, hydroxyethyl, hydroxypropyl, (1-hydroxy-1,1-dimethyl)ethyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, methoxymethylene, methoxyethylene, methoxypropylene, ethoxyethylene, ethoxypropylene, propoxyethylene, propoxypropylene, methoxyphenylene, ethoxyphenylene, propoxyphenylene, cyclopropylcarbonyl, cyclobutylcarbonyl, cyclopentylcarbonyl, cyclohexylcarbonyl, benzoyl, chlorobenzoyl, fluorobenzoyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, hydroxypropylcarbonyl, carboxymethylcarbonyl, carboxyethylcarbonyl, carboxypropylcarbonyl, methoxymethylcarbonyl, methoxyethylcarbonyl, methoxypropylcarbonyl, ethoxymethylcarbonyl, ethoxyethylcarbonyl, ethoxypropylcarbonyl, propoxymethylcarbonyl, propoxyethylcarbonyl, propoxypropylcarbonyl, methoxyphenylcarbonyl, ethoxyphenylcarbonyl, propoxyphenylcarbonyl, piperidinylmethylcarbonyl, piperazinylmethylcarbonyl, morpholinylcarbonyl, methylsulfonylmethylene, amino, aminomethyl, aminoethyl, aminopropyl, phenylamino, benzylamino,

methylaminomethylene, ethylaminomethylene, methylaminoethylene, ethylaminoethylene, aminocarbonyl, methylcarbonylamino, ethylcarbonylamino, methylaminomethylcarbonyl, ethylaminomethylcarbonyl, methylcarbonylaminomethylene, ethylcarbonylaminomethylene, aminomethylcarbonylaminocarbonylmethylene, methoxycarbonylamino, ethoxycarbonylamino, methoxymethylcarbonylamino, methoxyethylcarbonylamino, ethoxymethylcarbonylamino, ethoxyethylcarbonylamino, methoxycarbonylaminomethylene, and ethoxycarbonylaminomethylene; and

R^{202} and R^{203} are independently selected from hydrido, methyl, ethyl, phenyl and benzyl; and

y is 0, 1 or 2; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, ethyl, methoxy and ethoxy; and

R^5 is selected from hydrido, fluoro, chloro, bromo, hydroxy, methyl, ethyl, cyano, carboxy, methoxy, methoxycarbonyl, aminocarbonyl, acetyl, methylamino, dimethylamino, ethylamino, dimethylaminoethylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, (1-ethyl-2-hydroxy)ethylamino, aminomethyl, cyclopropylamino, amino, ethoxycarbonylamino, methoxyphenylmethylamino, phenylmethylamino, fluorophenylmethylamino, fluorophenylethylamino, methylaminoethylamino, dimethylaminoethylamino, methylaminopropylamino, dimethylaminopropylamino, methylaminobutylamino, dimethylaminobutylamino, methylaminopentylamino, dimethylaminopentylamino, ethylaminoethylamino, diethylaminoethylamino, ethylaminopropylamino, diethylaminopropylamino,

ethylaminobutylamino, diethylaminobutylamino, ethylaminopentylamino, methylaminocarbonyl, methylcarbonyl, and ethylcarbonyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

109. A compound of Claim 107 wherein:

R^1 is hydrido; and

R^2 is R^{200}-cyclohexyl-R^{201} wherein:

R^{200} is selected from:

methylene;

$-NR^{202}-$;

-S-;

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of amino, aminomethyl, aminoethyl, aminopropyl, phenylamino, benzylamino, methylaminomethylene, ethylaminomethylene, methylaminoethylene, ethylaminoethylene, aminocarbonyl, methylcarbonylamino, ethylcarbonylamino, methylaminomethylcarbonyl, ethylaminomethylcarbonyl, methylcarbonylaminomethylene, ethylcarbonylaminomethylene, aminomethylcarbonylaminocarbonylmethylene, methoxycarbonylamino, ethoxycarbonylamino, methoxymethylcarbonylamino, methoxyethylcarbonylamino, ethoxymethylcarbonylamino, ethoxyethylcarbonylamino, methoxycarbonylaminomethylene, and ethoxycarbonylaminomethylene; and

R^{202} is selected from hydrido, methyl, phenyl and benzyl; and

R^4 is phenyl, wherein said phenyl is optionally substituted with one or more radicals independently selected from fluoro, chloro, methyl, and methoxy; and

R^5 is selected from hydrido, methylamino,

dimethylamino, 2-methylbutylamino, ethylamino, dimethylaminoethylamino, hydroxypropylamino, hydroxyethylamino, hydroxypropylamino, hydroxybutylamino, hydroxycyclopropylamino, hydroxycyclobutylamino, hydroxycyclopentylamino, hydroxycyclohexylamino, (1-ethyl-2-hydroxy)ethylamino, aminomethyl, cyclopropylamino, amino, dimethylaminoethylamino, dimethylaminopropylamino, dimethylaminobutylamino, dimethylaminopentylamino, diethylaminoethylamino, diethylaminopropylamino, diethylaminobutylamino, and diethylaminopentylamino; or

a pharmaceutically-acceptable salt or tautomer thereof.

110. A compound of Claim 94 wherein R^2 comprises a substituted piperidinyl or piperazinyl moiety with at least one substituent attached to the distal nitrogen heteroatom or to a carbon ring atom adjacent to the distal nitrogen heteroatom of the piperidine or piperazine ring.

111. A compound Claim 94 wherein R^2 comprises a substituted piperidinyl moiety with at least one substituent attached to the distal nitrogen heteroatom or to a carbon ring atom adjacent to the distal nitrogen heteroatom of the piperidine ring.

112. A compound of Claim 94 wherein R^2 comprises a substituted piperazinyl moiety with at least one substituent attached to the distal nitrogen heteroatom or to a carbon ring atom adjacent to the distal nitrogen heteroatom of the piperazine ring.

113. A compound of Claim 94 wherein Z represents a carbon atom.

114. A compound of Claim 94 wherein Z represents a nitrogen atom.

115. A compound of Claim 94 wherein R^1 is hydrido.

116. A compound of Claim 94 wherein R^{200} represents a bond.

117. A compound of Claim 94 wherein R^{201} represents one or more radicals selected from the group consisting of lower hydroxyalkyl, lower hydroxyalkylcarbonyl, and lower alkylaminoalkylene.

118. A compound of Claim 94 wherein R^{201} represents one or more radicals selected from the group consisting of hydroxymethyl, hydroxyethyl, hydroxypropyl, hydroxybutyl, (1-hydroxy-1,1-dimethyl)ethyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, hydroxypropylcarbonyl, methylaminomethylene, ethylaminomethylene, methylaminoethylene, and ethylaminoethylene.

119. A compound of Claim 94 wherein R^4 is optionally substituted phenyl.

120. A compound of Claim 94 wherein R^4 is phenyl optionally substituted at a substitutable position with one or more radicals independently selected from chloro, fluoro, bromo and iodo.

121. A compound of Claim 94 wherein R^4 is phenyl optionally substituted at the meta or para position with one or more chloro radicals.

122. A compound of Claim 94 wherein R^5 is hydrido.

123. A compound of Claim 94 wherein:

R^1 is hydrido;

R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of lower hydroxyalkyl, lower hydroxyalkylcarbonyl, and lower alkylaminoalkylene.

R^4 is phenyl optionally substituted at a substitutable position with one or more radicals independently selected from halo; and

R^5 is hydrido.

124. A compound of Claim 94 wherein:

R^1 is hydrido;

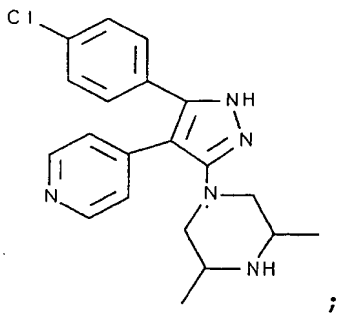
R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxymethyl, hydroxyethyl, hydroxypropyl, hydroxybutyl, (1-hydroxy-1,1-dimethyl)ethyl, hydroxymethylcarbonyl, hydroxyethylcarbonyl, hydroxypropylcarbonyl, methylaminomethylene, ethylaminomethylene, methylaminoethylene, and ethylaminoethylene;

R^4 is phenyl optionally substituted at a substitutable position with one or more radicals independently selected from chloro, fluoro, bromo and iodo; and

R^5 is hydrido.

125. A compound selected from compounds, their tautomers and their pharmaceutically acceptable salts, of the group consisting of:



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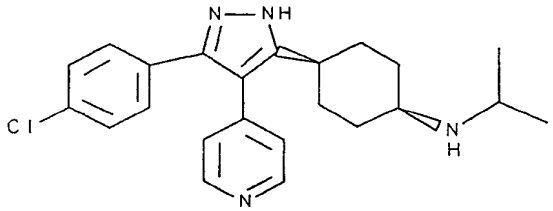

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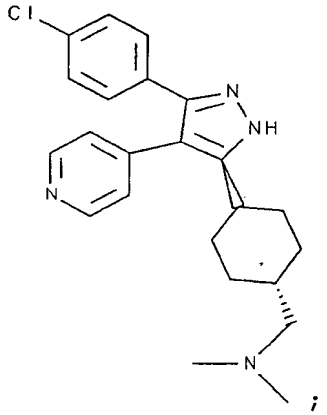

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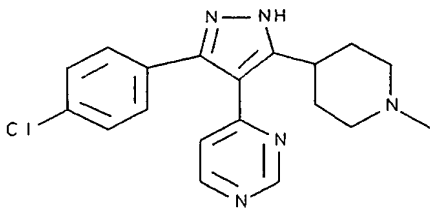

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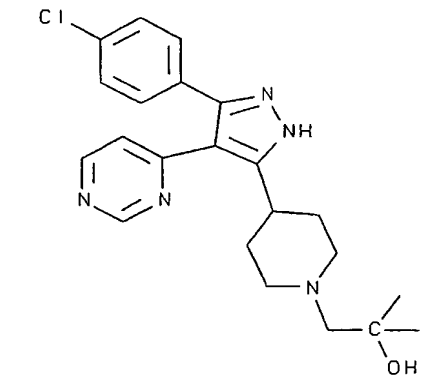

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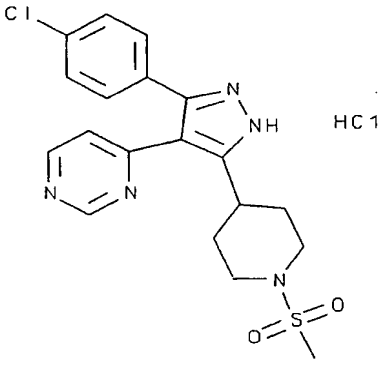

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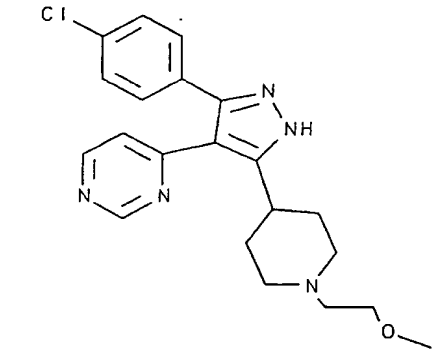

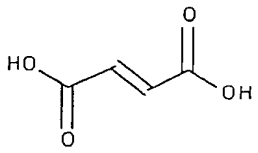

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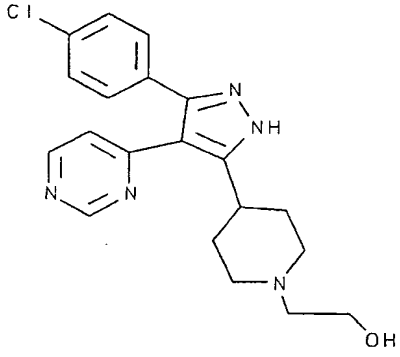

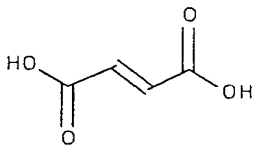

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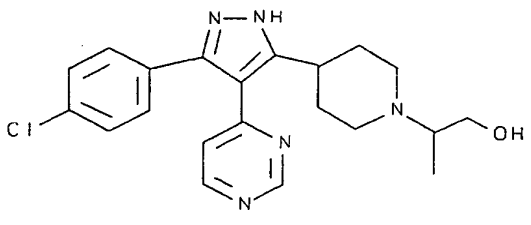

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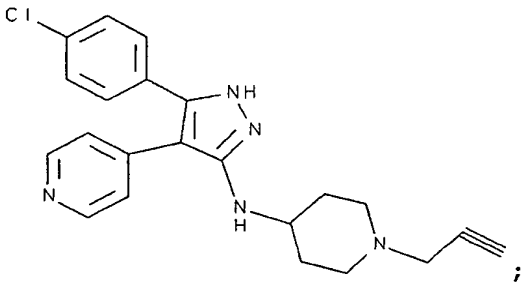

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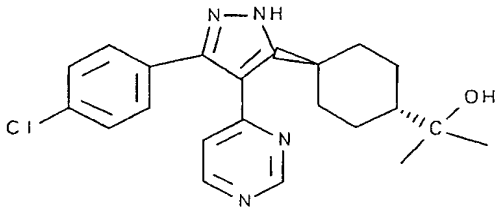
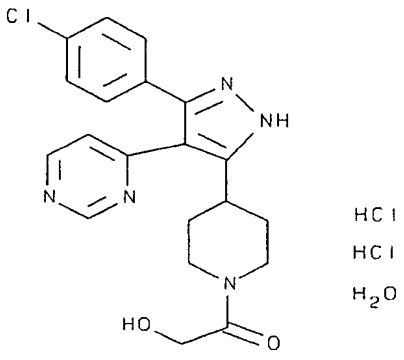


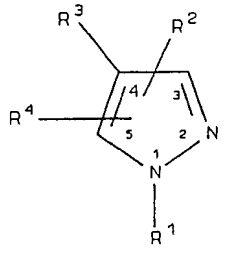
; and



HCl
HCl
H_2O

15

126. A compound of Formula IA



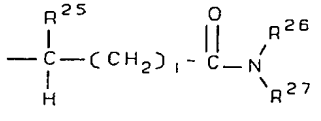
(IA)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene,

arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^1 has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene, alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl, alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene, arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene, arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene,

alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene, cycloalkylthioalkylene, alkylthioarylene, aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene, alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals independently selected from halogen, alkyl and alkoxy; and

R^2 is R^{200}-cycloalkyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-C(O)-$;

$-C(O)-(CH_2)_y-$;

$-C(O)-O-(CH_2)_y-$;

$-(CH_2)_y-C(O)-$;

$-O-(CH_2)_y-C(O)-$;

$-NR^{202}-$;

$-NR^{202}-(CH_2)_y-$;

$-(CH_2)_y-NR^{202}-$;

$-(CH_2)_y-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-C(O)-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-NR^{203}-(CH_2)_z-$;

$-S(O)_x-(CR^{202}R^{203})_y-$;

$-(CR^{202}R^{203})_y-S(O)_x-$;

$-S(O)_x-(CR^{202}R^{203})_y-O-$;

$-S(O)_x-(CR^{202}R^{203})_y-C(O)-$;

$-O-(CH_2)_y-$;

$-(CH_2)_y-O-$;

$-S-$; and

$-O-$;

R^{201} represents one or more radicals selected from the group consisting of hydrido, halogen, hydroxy, carboxy, keto, alkyl, hydroxyalkyl, haloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylcarbonyl, hydroxyalkylcarbonyl, cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, alkoxy, alkoxyalkylene, alkoxyarylene, alkoxycarbonyl, carboxyalkylcarbonyl, alkoxyalkylcarbonyl, heterocyclylalkylcarbonyl, alkylsulfonyl, alkylsulfonylalkylene, amino, aminoalkyl, alkylamino, aralkylamino, alkylaminoalkylene, aminocarbonyl, alkylcarbonylamino, alkylcarbonylaminoalkylene, alkylaminoalkylcarbonyl,

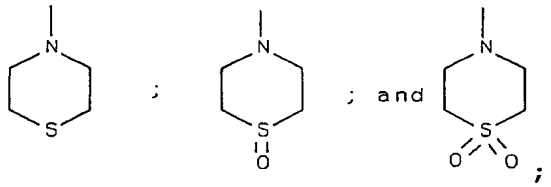
alkylaminoalkylcarbonylamino, aminoalkylcarbonylaminoalkyl, alkoxycarbonylamino, alkoxyalkylcarbonylamino, alkoxycarbonylaminoalkylene, alkylimidocarbonyl, amidino, alkylamidino, aralkylamidino, guanidino, guanidinoalkylene, and alkylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, alkyl, aryl and aralkyl; and

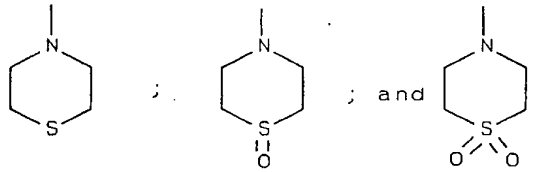
y and z are independently 0, 1, 2, 3, 4, 5 or 6 wherein y + z is less than or equal to 6; and

x is 0, 1 or 2; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



groups may be optionally substituted with one or more radicals independently selected from halo, keto, alkyl, aralkyl, aralkenyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfinyl, arylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkoxy, heterocyclylalkoxy, amino, alkylamino, alkenylamino, alkynylamino, cycloalkylamino, cycloalkenylamino, arylamino, haloarylamino, heterocyclylamino, aminocarbonyl, cyano, hydroxy,

hydroxyalkyl, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxycarbonyl, aryloxycarbonyl, heterocyclyloxycarbonyl, alkoxycarbonylamino, alkoxyarylamino, alkoxyaralkylamino, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkylaminoalkylamino, hydroxyalkylamino, aralkylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, heterocyclylalkylamino, alkylheterocyclylalkylamino, aralkylheterocyclylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino, nitro, alkylaminocarbonyl, alkylcarbonylamino, haloalkylsulfonyl, aminoalkyl, haloalkyl, alkylcarbonyl, hydrazinyl, alkylhydrazinyl, arylhydrazinyl, and $-NR^{44}R^{45}$ wherein R^{44} is alkylcarbonyl or amino, and R^{45} is alkyl or aralkyl; and

R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more radicals independently selected from halo, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, alkylthio, arylthio, alkylthioalkylene, arylthioalkylene, alkylsulfinyl, alkylsulfinylalkylene, arylsulfinylalkylene, alkylsulfonyl, alkylsulfonylalkylene, arylsulfonylalkylene, alkoxy, aryloxy, aralkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxycarbonyl, aryloxycarbonyl, haloalkyl, amino, cyano, nitro, alkylamino, arylamino, alkylaminoalkylene, arylaminoalkylene, aminoalkylamino, and hydroxy;

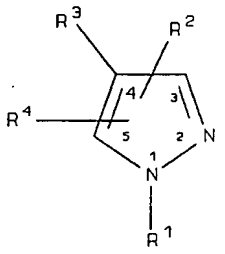
provided R^3 is not 2-pyridinyl when R^4 is a phenyl ring containing a 2-hydroxy substituent and when R^1 is hydrido; and

further provided that R^4 is not methylsulfonylphenyl or aminosulfonylphenyl; and

further provided that R^1 is not methylsulfonylphenyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

127. A compound of Formula IA



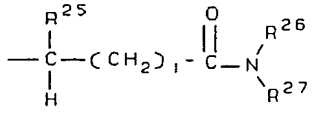
(IA)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene,

alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^1 has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene, alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl, alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene, arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene,

arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene, alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene, cycloalkylthioalkylene, alkylthioarylene, aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene, alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals

independently selected from halogen, alkyl and alkoxy; and

R^2 is R^{200}-aryl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-C(O)-$;

$-C(O)-(CH_2)_y-$;

$-C(O)-O-(CH_2)_y-$;

$-(CH_2)_y-C(O)-$;

$-O-(CH_2)_y-C(O)-$;

$-NR^{202}-$;

$-NR^{202}-(CH_2)_y-$;

$-(CH_2)_y-NR^{300}-$;

$-(CH_2)_y-NR^{202}-(CH_2)_{z1}-$;

$-(CH_2)_y-C(O)-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-NR^{203}-(CH_2)_z-$;

$-S(O)_x-(CR^{202}R^{203})_y-$;

$-(CR^{202}R^{203})_y-S(O)_x-$;

$-S(O)_x-(CR^{202}R^{203})_y-O-$;

$-S(O)_x-(CR^{202}R^{203})_y-C(O)-$;

$-O-(CH_2)_y-$;

$-(CH_2)_y-O-$; and

$-O-$;

R^{201} represents one or more radicals selected from the group consisting of hydrido, halogen, hydroxy, carboxy, keto, alkyl, hydroxyalkyl, haloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylcarbonyl, hydroxyalkylcarbonyl, cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, alkoxy, alkoxyalkylene, alkoxyarylene, alkoxycarbonyl, carboxyalkylcarbonyl, alkoxyalkylcarbonyl, heterocyclylalkylcarbonyl, alkylsulfonyl, alkylsulfonylalkylene, amino, aminoalkyl, alkylamino, aralkylamino, alkylaminoalkylene, aminocarbonyl, alkylcarbonylamino,

alkylcarbonylaminoalkylene, alkylaminoalkylcarbonyl, alkylaminoalkylcarbonylamino, aminoalkylcarbonylaminoalkyl, alkoxycarbonylamino, alkoxyalkylcarbonylamino, alkoxycarbonylaminoalkylene, alkylimidocarbonyl, amidino, alkylamidino, aralkylamidino, guanidino, guanidinoalkylene, and alkylsulfonylamino; and

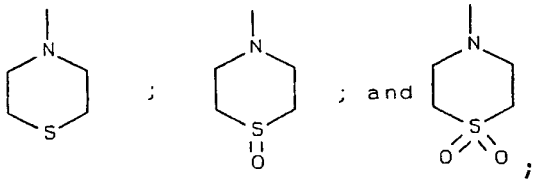
R^{202} and R^{203} are independently selected from hydrido, alkyl, aryl and aralkyl; and

R^{300} is selected from alkyl, aryl and aralkyl; and

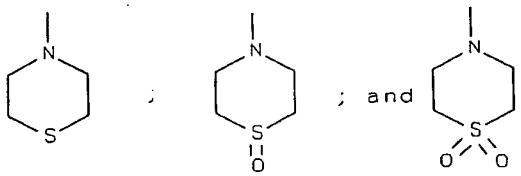
y and z are independently 0, 1, 2, 3, 4, 5 or 6 wherein y + z; and y1 is 1, 2, 3, 4, 5 or 6; wherein y + z and y1 + z are less than or equal to 6; and

x is 0, 1 or 2; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



groups may be optionally substituted with one or more radicals independently selected from halo, keto, alkyl, aralkyl, aralkenyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfinyl, arylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkoxy, heterocyclylalkoxy, amino, alkylamino,

alkenylamino, alkynylamino, cycloalkylamino, cycloalkenylamino, arylamino, haloarylamino, heterocyclylamino, aminocarbonyl, cyano, hydroxy, hydroxyalkyl, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxycarbonyl, aryloxycarbonyl, heterocyclyloxycarbonyl, alkoxycarbonylamino, alkoxyarylamino, alkoxyaralkylamino, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkylaminoalkylamino, hydroxyalkylamino, aralkylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, heterocyclylalkylamino, alkylheterocyclylalkylamino, aralkylheterocyclylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino, nitro, alkylaminocarbonyl, alkylcarbonylamino, haloalkylsulfonyl, aminoalkyl, haloalkyl, alkylcarbonyl, hydrazinyl, alkylhydrazinyl, arylhydrazinyl, and $-NR^{44}R^{45}$ wherein R^{44} is alkylcarbonyl or amino, and R^{45} is alkyl or aralkyl; and

R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more radicals independently selected from halo, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, alkylthio, arylthio, alkylthioalkylene, arylthioalkylene, alkylsulfinyl, alkylsulfinylalkylene, arylsulfinylalkylene, alkylsulfonyl, alkylsulfonylalkylene, arylsulfonylalkylene, alkoxy, aryloxy, aralkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxycarbonyl, aryloxycarbonyl, haloalkyl, amino, cyano, nitro, alkylamino, arylamino, alkylaminoalkylene, arylaminoalkylene, aminoalkylamino, and hydroxy;

provided R^3 is not 2-pyridinyl when R^4 is a phenyl ring containing a 2-hydroxy substituent and when R^1 is hydrido; and

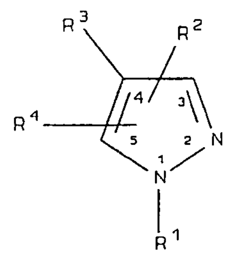
further provided that R^4 is not methylsulfonylphenyl

or aminosulfonylphenyl; and

further provided that R^1 is not methylsulfonylphenyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

128. A compound of Formula IA



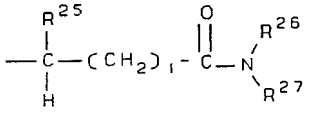
(IA)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene,

alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^i has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene, alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl, alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene,

arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene, arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene, alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene, cycloalkylthioalkylene, alkylthioarylene, aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene, alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and

alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals independently selected from halogen, alkyl and alkoxy; and

R^2 is R^{200}-heterocyclyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{301}R^{302})_y-$;

$-C(O)-(CH_2)_{y1}-$;

$-C(O)-O-(CH_2)_y-$;

$-(CH_2)_y-C(O)-$;

$-O-(CH_2)_y-C(O)-$;

$-NR^{303}-$;

$-NR^{303}-(CH_2)_y-$;

$-(CH_2)_{y1}-NR^{202}-$;

$-(CH_2)_y-NR^{202}-(CH_2)_{z1}-$;

$-(CH_2)_y-C(O)-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-NR^{203}-(CH_2)_z-$;

$-S(O)_x-(CR^{202}R^{203})_y-$;

$-(CR^{202}R^{203})_y-S(O)_x-$;

$-S(O)_x-(CR^{202}R^{203})_y-O-$;

$-S(O)_x-(CR^{202}R^{203})_y-C(O)-$;

$-O-(CH_2)_y-$; and

$-(CH_2)_y-O-$;

R^{201} represents one or more radicals selected from the group consisting of hydrido, halogen, hydroxy, carboxy, keto, alkyl, hydroxyalkyl, haloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylcarbonyl, hydroxyalkylcarbonyl, cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, alkoxy, alkoxyalkylene, alkoxyarylene, alkoxycarbonyl, carboxyalkylcarbonyl, alkoxyalkylcarbonyl, heterocyclylalkylcarbonyl, alkylsulfonyl, alkylsulfonylalkylene, amino, aminoalkyl, alkylamino, aralkylamino, alkylaminoalkylene,

aminocarbonyl, alkylcarbonylamino, alkylcarbonylaminoalkylene, alkylaminoalkylcarbonyl, alkylaminoalkylcarbonylamino, aminoalkylcarbonylaminoalkyl, alkoxycarbonylamino, alkoxyalkylcarbonylamino, alkoxycarbonylaminoalkylene, alkylimidocarbonyl, amidino, alkylamidino, aralkylamidino, guanidino, guanidinoalkylene, and alkylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, alkyl, aryl and aralkyl; and

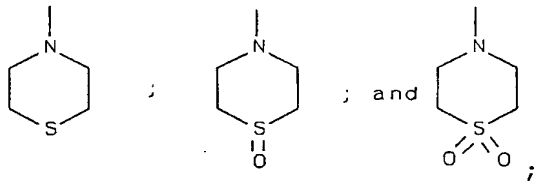
R^{301} and R^{302} are independently selected from aryl and aralkyl; and

R^{303} is selected from alkyl, aryl and aralkyl; and

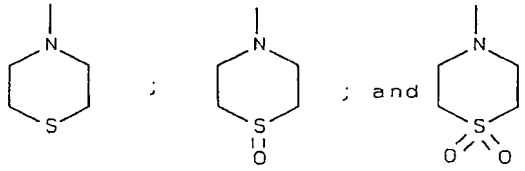
y and z are independently 0, 1, 2, 3, 4, 5 or 6; and y1 is 1, 2, 3, 4, 5 or 6; wherein y + z and y1 + z are less than or equal to 6; and

x is 0, 1 or 2; wherein either x or y is other than 0 when R^{200} is $-S(O)_x-(CR^{202}R^{203})_y-$; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



groups may be optionally substituted with one or more radicals independently selected from halo, keto, alkyl,

aralkyl, aralkenyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfinyl, arylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkoxy, heterocyclylalkoxy, amino, alkylamino, alkenylamino, alkynylamino, cycloalkylamino, cycloalkenylamino, arylamino, haloarylamino, heterocyclylamino, aminocarbonyl, cyano, hydroxy, hydroxyalkyl, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxycarbonyl, aryloxycarbonyl, heterocyclyloxycarbonyl, alkoxycarbonylamino, alkoxyarylamino, alkoxyaralkylamino, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkylaminoalkylamino, hydroxyalkylamino, aralkylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, heterocyclylalkylamino, alkylheterocyclylalkylamino, aralkylheterocyclylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino, nitro, alkylaminocarbonyl, alkylcarbonylamino, haloalkylsulfonyl, aminoalkyl, haloalkyl, alkylcarbonyl, hydrazinyl, alkylhydrazinyl, arylhydrazinyl, and $-NR^{44}R^{45}$ wherein R^{44} is alkylcarbonyl or amino, and R^{45} is alkyl or aralkyl; and

R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more radicals independently selected from halo, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, alkylthio, arylthio, alkylthioalkylene, arylthioalkylene, alkylsulfinyl, alkylsulfinylalkylene, arylsulfinylalkylene, alkylsulfonyl, alkylsulfonylalkylene, arylsulfonylalkylene, alkoxy, aryloxy, aralkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxycarbonyl, aryloxycarbonyl, haloalkyl, amino, cyano, nitro, alkylamino, arylamino, alkylaminoalkylene, arylaminoalkylene, aminoalkylamino, and hydroxy;

provided R^3 is not 2-pyridinyl when R^4 is a phenyl ring containing a 2-hydroxy substituent and when R^1 is hydrido; and

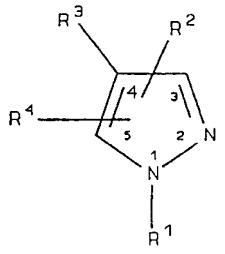
further provided R^2 is selected from aryl, heterocyclyl, unsubstituted cycloalkyl and cycloalkenyl when R^4 is hydrido; and

further provided that R^4 is not methylsulfonylphenyl or aminosulfonylphenyl; and

further provided that R^1 is not methylsulfonylphenyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

129. A compound of Formula IA



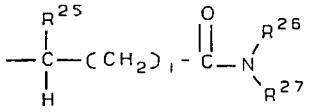
(IA)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl,

arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^1 has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene,

alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl, alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene, arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene, arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene, alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene, cycloalkylthioalkylene, alkylthioarylene, aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which

they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene, alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals independently selected from halogen, alkyl and alkoxy; and

R^2 is selected from hydrido, halogen, mercapto, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, haloalkyl, hydroxyalkyl, aralkyl, alkylheterocyclyl, heterocyclylalkyl, heterocyclylheterocyclyl, heterocyclylalkylheterocyclyl, alkylamino, alkenylamino, alkynylamino, arylamino, aryl(hydroxyalkyl)amino, heterocyclylamino, heterocyclylalkylamino, aralkylamino, N-alkyl-N-alkynyl-amino, aminoalkyl, aminoaryl, aminoalkylamino, aminocarbonylalkylene, arylaminoalkylene, alkylaminoalkylene, arylaminoarylene, alkylaminoarylene, alkylaminoalkylamino, alkylcarbonylaminoalkylene, aminoalkylcarbonylaminoalkylene, alkylaminoalkylcarbonylamino, cycloalkyl, cycloalkenyl, aminoalkylthio, alkylaminocarbonylalkylthio, alkylaminoalkylaminocarbonylalkylthio, alkoxy, heterocyclyloxy, alkylthio, cyanoalkylthio, alkenylthio, alkynylthio, carboxyalkylthio, arylthio, heterocyclylthio, alkoxycarbonylalkylthio, alkylsulfinyl, alkylsulfonyl, carboxy, carboxyalkyl, alkoxyalkyl, alkoxyalkylthio, carboxycycloalkyl, carboxycycloalkenyl, carboxyalkylamino, alkoxycarbonyl, heterocyclylcarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylamino, alkoxycarbonylheterocyclyl,

alkoxycarbonylheterocyclylcarbonyl, alkoxyalkylamino, alkoxycarbonylaminoalkylene, alkoxycarbonylaminoalkoxy, alkoxycarbonylaminoalkylamino, heterocyclylsulfonyl, aralkythio, heterocyclylalkylthio, aminoalkoxy, cyanoalkoxy, carboxyalkoxy, aryloxy, aralkoxy, alkenyloxy, alkynyloxy, and heterocyclylalkyloxy; wherein the aryl, heterocyclyl, heterocyclylalkyl, cycloalkyl and cycloalkenyl groups may be optionally substituted with one or more radicals independently selected from halo, keto, amino, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkyl, epoxyalkyl, amino(hydroxyalkyl) carboxy, alkoxy, aryloxy, aralkoxy, haloalkyl, alkylamino, alkynylamino, alkylaminoalkylamino, heterocyclylalkylamino, alkylcarbonyl, alkoxycarbonyl, alkylsulfonyl, arylsulfonyl, and aralkylsulfonyl; or

R^2 is R^{200}-heterocyclyl-R^{201}, R^{200}-aryl-R^{201}, or R^{200}-cycloalkyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-C(O)-$;

$-C(O)-(CH_2)_y-$;

$-C(O)-O-(CH_2)_y-$;

$-(CH_2)_y-C(O)-$;

$-O-(CH_2)_y-C(O)-$;

$-NR^{202}-$;

$-NR^{202}-(CH_2)_y-$;

$-(CH_2)_y-NR^{202}-$;

$-(CH_2)_y-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-C(O)-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-NR^{203}-(CH_2)_z-$;

$-S(O)_x-(CR^{202}R^{203})_y-$;

$-(CR^{202}R^{203})_y-S(O)_x-$;

$-S(O)_x-(CR^{202}R^{203})_y-O-$;

$-S(O)_x-(CR^{202}R^{203})_y-C(O)-$;

$-O-(CH_2)_y-$;

$-(CH_2)_y-O-$;

$-S-$;

$-O-$;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydrido, halogen, hydroxy, carboxy, keto, alkyl, hydroxyalkyl, haloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylcarbonyl, hydroxyalkylcarbonyl, cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, alkoxy, alkoxyalkylene, alkoxyarylene, alkoxycarbonyl, carboxyalkylcarbonyl, alkoxyalkylcarbonyl, heterocyclylalkylcarbonyl, alkylsulfonyl, alkylsulfonylalkylene, amino, aminoalkyl, alkylamino, aralkylamino, alkylaminoalkylene, aminocarbonyl, alkylcarbonylamino, alkylcarbonylaminoalkylene, alkylaminoalkylcarbonyl, alkylaminoalkylcarbonylamino, aminoalkylcarbonylaminoalkyl, alkoxycarbonylamino, alkoxyalkylcarbonylamino, alkoxycarbonylaminoalkylene, alkylimidocarbonyl, amidino, alkylamidino, aralkylamidino, guanidino, guanidinoalkylene, and alkylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, alkyl, aryl and aralkyl; and

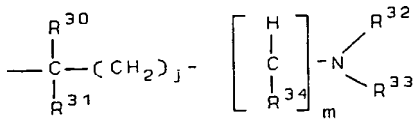
y and z are independently 0, 1, 2, 3, 4, 5 or 6 wherein y + z is less than or equal to 6; and

x is 0, 1 or 2; or

R^2 is $-NHCR^{204}R^{205}$ wherein R^{204} is alkylaminoalkylene, and R^{205} is aryl; or

R^2 is $-C(NR^{206})R^{207}$ wherein R^{206} is selected from hydrogen and hydroxy, and R^{207} is selected from alkyl, aryl and aralkyl; or

R^2 has the formula:



(III)

wherein:

j is an integer from 0 to 8; and

m is 0 or 1; and

R^{30} and R^{31} are independently selected from hydrogen, alkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, aminoalkyl, alkylaminoalkyl, aminocarbonylalkyl, alkoxyalkyl, and alkylcarbonyloxyalkyl; and

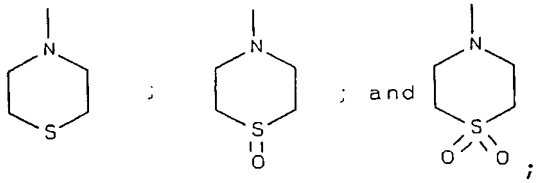
R^{32} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene;

R^{33} is selected from hydrogen, alkyl, $-C(O)R^{35}$, $-C(O)OR^{35}$, $-SO_2R^{36}$, $-C(O)NR^{37}R^{38}$, and $-SO_2NR^{39}R^{40}$, wherein R^{35}, R^{36}, R^{37}, R^{38}, R^{39} and R^{40} are independently selected from hydrocarbon, heterosubstituted hydrocarbon and heterocyclyl; and

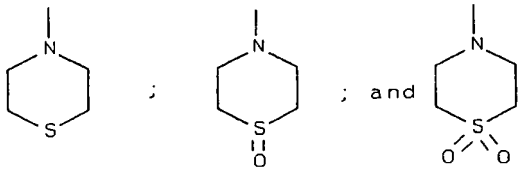
R^{34} is selected from hydrogen, alkyl, aminocarbonyl, alkylaminocarbonyl, and arylaminocarbonyl; or

R^2 is $-CR^{41}R^{42}$ wherein R^{41} is aryl, and R^{42} is hydroxy; and

R^3 is selected from maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,

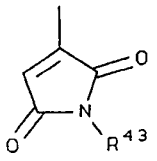


groups may be optionally substituted with one or more radicals independently selected from halo, keto, alkyl, aralkyl, aralkenyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfinyl, arylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkoxy, heterocyclylalkoxy, amino, alkylamino, alkenylamino, alkynylamino, cycloalkylamino, cycloalkenylamino, arylamino, haloarylamino, heterocyclylamino, aminocarbonyl, cyano, hydroxy, hydroxyalkyl, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxycarbonyl, aryloxycarbonyl, heterocyclyloxycarbonyl, alkoxycarbonylamino, alkoxyarylamino, alkoxyaralkylamino, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkylaminoalkylamino, hydroxyalkylamino, aralkylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, heterocyclylalkylamino, alkylheterocyclylalkylamino, aralkylheterocyclylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino, nitro, alkylaminocarbonyl, alkylcarbonylamino, haloalkylsulfonyl, aminoalkyl, haloalkyl, alkylcarbonyl, hydrazinyl, alkylhydrazinyl, arylhydrazinyl, and $-NR^{44}R^{45}$ wherein R^{44} is alkylcarbonyl or amino, and R^{45} is alkyl or aralkyl; and

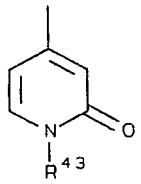
R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more radicals independently selected from halo, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, alkylthio, arylthio, alkylthioalkylene, arylthioalkylene, alkylsulfinyl,

alkylsulfinylalkylene, arylsulfinylalkylene, alkylsulfonyl, alkylsulfonylalkylene, arylsulfonylalkylene, alkoxy, aryloxy, aralkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxycarbonyl, aryloxycarbonyl, haloalkyl, amino, cyano, nitro, alkylamino, arylamino, alkylaminoalkylene, arylaminoalkylene, aminoalkylamino, and hydroxy;

provided R^3 is not



; and



(IV) (V)

wherein R^{43} is selected from hydrogen, alkyl, aminoalkyl, alkoxyalkyl, alkenoxyalkyl, and aryloxyalkyl; and

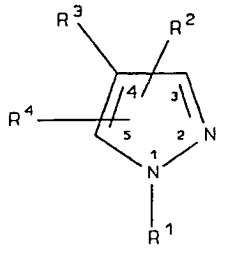
further provided R^2 is selected from aryl, heterocyclyl, unsubstituted cycloalkyl and cycloalkenyl when R^4 is hydrido; and

further provided that R^4 is not methylsulfonylphenyl or aminosulfonylphenyl; and

further provided that R^1 is not methylsulfonylphenyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

130. A compound of Formula IA

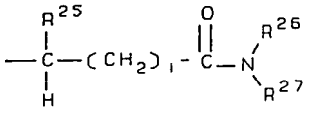


(IA)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^1 has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene, alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl, alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene, arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene, arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene, alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene, cycloalkylthioalkylene, alkylthioarylene,

aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene, alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals independently selected from halogen, alkyl and alkoxy; and

R^2 is selected from hydrido, halogen, mercapto, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, haloalkyl, hydroxyalkyl, aralkyl, alkylheterocyclyl,

heterocyclylalkyl, heterocyclylheterocyclyl, heterocyclylalkylheterocyclyl, alkylamino, alkenylamino, alkynylamino, arylamino, aryl(hydroxyalkyl)amino, heterocyclylamino, heterocyclylalkylamino, aralkylamino, N-alkyl-N-alkynyl-amino, aminoalkyl, aminoaryl, aminoalkylamino, aminocarbonylalkylene, arylaminoalkylene, alkylaminoalkylene, arylaminoarylene, alkylaminoarylene, alkylaminoalkylamino, alkylcarbonylaminoalkylene, aminoalkylcarbonylaminoalkylene, alkylaminoalkylcarbonylamino, cycloalkyl, cycloalkenyl, aminoalkylthio, alkylaminocarbonylalkylthio, alkylaminoalkylaminocarbonylalkylthio, alkoxy, heterocyclyloxy, alkylthio, cyanoalkylthio, alkenylthio, alkynylthio, carboxyalkylthio, arylthio, heterocyclylthio, alkoxycarbonylalkylthio, alkylsulfinyl, alkylsulfonyl, carboxy, carboxyalkyl, alkoxyalkyl, alkoxyalkylthio, carboxycycloalkyl, carboxycycloalkenyl, carboxyalkylamino, alkoxycarbonyl, heterocyclylcarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylamino, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonyl, alkoxyalkylamino, alkoxycarbonylaminoalkylene, alkoxycarbonylaminoalkoxy, alkoxycarbonylaminoalkylamino, heterocyclylsulfonyl, aralkythio, heterocyclylalkylthio, aminoalkoxy, cyanoalkoxy, carboxyalkoxy, aryloxy, aralkoxy, alkenyloxy, alkynyloxy, and heterocyclylalkyloxy; wherein the aryl, heterocyclyl, heterocyclylalkyl, cycloalkyl and cycloalkenyl groups may be optionally substituted with one or more radicals independently selected from halo, keto, amino, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkyl, epoxyalkyl, amino(hydroxyalkyl) carboxy, alkoxy, aryloxy, aralkoxy, haloalkyl, alkylamino, alkynylamino, alkylaminoalkylamino, heterocyclylalkylamino, alkylcarbonyl, alkoxycarbonyl, alkylsulfonyl,

arylsulfonyl, and aralkylsulfonyl; or

R^2 is R^{200}-heterocyclyl-R^{201}, R^{200}-aryl-R^{201}, or R^{200}-cycloalkyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-C(O)-$;

$-C(O)-(CH_2)_y-$;

$-C(O)-O-(CH_2)_y-$;

$-(CH_2)_y-C(O)-$;

$-O-(CH_2)_y-C(O)-$;

$-NR^{202}-$;

$-NR^{202}-(CH_2)_y-$;

$-(CH_2)_y-NR^{202}-$;

$-(CH_2)_y-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-C(O)-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-NR^{203}-(CH_2)_z-$;

$-S(O)_x-(CR^{202}R^{203})_y-$;

$-(CR^{202}R^{203})_y-S(O)_x-$;

$-S(O)_x-(CR^{202}R^{203})_y-O-$;

$-S(O)_x-(CR^{202}R^{203})_y-C(O)-$;

$-O-(CH_2)_y-$;

$-(CH_2)_y-O-$;

$-S-$; and

$-O-$;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydrido, halogen, hydroxy, carboxy, keto, alkyl, hydroxyalkyl, haloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylcarbonyl, hydroxyalkylcarbonyl, cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, alkoxy, alkoxyalkylene, alkoxyarylene, alkoxycarbonyl, carboxyalkylcarbonyl, alkoxyalkylcarbonyl, heterocyclylalkylcarbonyl, alkylsulfonyl, alkylsulfonylalkylene, amino, aminoalkyl,

alkylamino, aralkylamino, alkylaminoalkylene, aminocarbonyl, alkylcarbonylamino, alkylcarbonylaminoalkylene, alkylaminoalkylcarbonyl, alkylaminoalkylcarbonylamino, aminoalkylcarbonylaminoalkyl, alkoxycarbonylamino, alkoxyalkylcarbonylamino, alkoxycarbonylaminoalkylene, alkylimidocarbonyl, amidino, alkylamidino, aralkylamidino, guanidino, guanidinoalkylene, and alkylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, alkyl, aryl and aralkyl; and

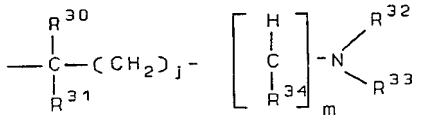
y and z are independently 0, 1, 2, 3, 4, 5 or 6 wherein y + z is less than or equal to 6; and

x is 0, 1 or 2; or

R^2 is $-NHCR^{204}R^{205}$ wherein R^{204} is alkylaminoalkylene, and R^{205} is aryl; or

R^2 is $-C(NR^{206})R^{207}$ wherein R^{206} is selected from hydrogen and hydroxy, and R^{207} is selected from alkyl, aryl and aralkyl; or

R^2 has the formula:



(III)

wherein:

j is an integer from 0 to 8; and

m is 0 or 1; and

R^{30} and R^{31} are independently selected from hydrogen, alkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, aminoalkyl, alkylaminoalkyl, aminocarbonylalkyl, alkoxyalkyl, and alkylcarbonyloxyalkyl; and

R^{32} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and

heterocyclylcarbonylaminoalkylene;

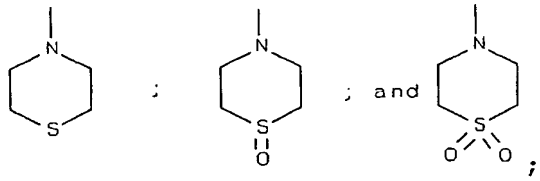
R^{33} is selected from hydrogen, alkyl, $-C(O)R^{35}$, $-C(O)OR^{35}$, $-SO_2R^{36}$, $-C(O)NR^{37}R^{38}$, and $-SO_2NR^{39}R^{40}$, wherein

R^{35}, R^{36}, R^{37}, R^{38}, R^{39} and R^{40} are independently selected from hydrocarbon, heterosubstituted hydrocarbon and heterocyclyl; and

R^{34} is selected from hydrogen, alkyl, aminocarbonyl, alkylaminocarbonyl, and arylaminocarbonyl; or

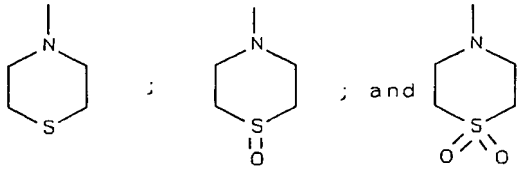
R^2 is $-CR^{41}R^{42}$ wherein R^{41} is aryl, and R^{42} is hydroxy; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl groups are substituted with one or more radicals independently selected from keto, haloarylamino, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxyarylamino, alkylsulfonylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, alkylheterocyclylalkylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino and haloalkylsulfonyl; and

wherein the R^3 maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



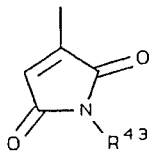
groups may be optionally substituted with one or more radicals independently selected from halo, keto, alkyl, aralkyl, aralkenyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfinyl, arylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkoxy, heterocyclylalkoxy, amino, alkylamino, alkenylamino, alkynylamino, cycloalkylamino, cycloalkenylamino, arylamino, haloarylamino, heterocyclylamino, aminocarbonyl, cyano, hydroxy, hydroxyalkyl, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxycarbonyl, aryloxycarbonyl, heterocyclyloxycarbonyl, alkoxycarbonylamino, alkoxyarylamino, alkoxyaralkylamino, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkylaminoalkylamino, hydroxyalkylamino, aralkylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, heterocyclylalkylamino, alkylheterocyclylalkylamino, aralkylheterocyclylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino, nitro, alkylaminocarbonyl, alkylcarbonylamino, haloalkylsulfonyl, aminoalkyl, haloalkyl, alkylcarbonyl, hydrazinyl, alkylhydrazinyl, arylhydrazinyl, and $-NR^{44}R^{45}$ wherein R^{44} is alkylcarbonyl or amino, and R^{45} is alkyl or aralkyl; and

R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more radicals independently selected from halo, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, alkylthio, arylthio, alkylthioalkylene, arylthioalkylene, alkylsulfinyl,

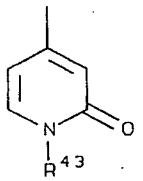
alkylsulfinylalkylene, arylsulfinylalkylene, alkylsulfonyl, alkylsulfonylalkylene, arylsulfonylalkylene, alkoxy, aryloxy, aralkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxycarbonyl, aryloxycarbonyl, haloalkyl, amino, cyano, nitro, alkylamino, arylamino, alkylaminoalkylene, arylaminoalkylene, aminoalkylamino, and hydroxy;

provided R^3 is not 2-pyridinyl when R^4 is a phenyl ring containing a 2-hydroxy substituent and when R^1 is hydrido; and

provided R^3 is not



; and



(IV) (V)

wherein R^{43} is selected from hydrogen, alkyl, aminoalkyl, alkoxyalkyl, alkenoxyalkyl, and aryloxyalkyl; and

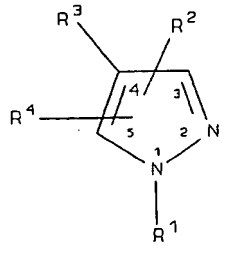
further provided R^2 is selected from aryl, heterocyclyl, unsubstituted cycloalkyl and cycloalkenyl when R^4 is hydrido; and

further provided that R^4 is not methylsulfonylphenyl or aminosulfonylphenyl; and

further provided that R^1 is not methylsulfonylphenyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

131. A compound of Formula IA



(IA)

wherein

R^1 is selected from hydroxy and alkoxyaryl; and

R^2 is selected from hydrido, halogen, mercapto, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, haloalkyl, hydroxyalkyl, aralkyl, alkylheterocyclyl, heterocyclylalkyl, heterocyclylheterocyclyl, heterocyclylalkylheterocyclyl, alkylamino, alkenylamino, alkynylamino, arylamino, aryl(hydroxyalkyl)amino, heterocyclylamino, heterocyclylalkylamino, aralkylamino, N-alkyl-N-alkynyl-amino, aminoalkyl, aminoaryl, aminoalkylamino, aminocarbonylalkylene, arylaminoalkylene, alkylaminoalkylene, arylaminoarylene, alkylaminoarylene, alkylaminoalkylamino, alkylcarbonylaminoalkylene, aminoalkylcarbonylaminoalkylene, alkylaminoalkylcarbonylamino, cycloalkyl, cycloalkenyl, aminoalkylthio, alkylaminocarbonylalkylthio, alkylaminoalkylaminocarbonylalkylthio, alkoxy, heterocyclyloxy, alkylthio, cyanoalkylthio, alkenylthio, alkynylthio, carboxyalkylthio, arylthio, heterocyclylthio, alkoxycarbonylalkylthio, alkylsulfinyl, alkylsulfonyl, carboxy, carboxyalkyl, alkoxyalkyl, alkoxyalkylthio, carboxycycloalkyl, carboxycycloalkenyl, carboxyalkylamino, alkoxycarbonyl, heterocyclylcarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylamino, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonyl, alkoxyalkylamino, alkoxycarbonylaminoalkylene, alkoxycarbonylaminoalkoxy, alkoxycarbonylaminoalkylamino, heterocyclylsulfonyl,

aralkythio, heterocyclylalkylthio, aminoalkoxy, cyanoalkoxy, carboxyalkoxy, aryloxy, aralkoxy, alkenyloxy, alkynyloxy, and heterocyclylalkyloxy; wherein the aryl, heterocyclyl, heterocyclylalkyl, cycloalkyl and cycloalkenyl groups may be optionally substituted with one or more radicals independently selected from halo, keto, amino, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkyl, epoxyalkyl, amino(hydroxyalkyl) carboxy, alkoxy, aryloxy, aralkoxy, haloalkyl, alkylamino, alkynylamino, alkylaminoalkylamino, heterocyclylalkylamino, alkylcarbonyl, alkoxycarbonyl, alkylsulfonyl, arylsulfonyl, and aralkylsulfonyl; or

R^2 is R^{200}-heterocyclyl-R^{201}, R^{200}-aryl-R^{201}, or R^{200}-cycloalkyl-R^{201} wherein:

R^{200} is selected from:

$-(CR^{202}R^{203})_y-$;

$-C(O)-$;

$-C(O)-(CH_2)_y-$;

$-C(O)-O-(CH_2)_y-$;

$-(CH_2)_y-C(O)-$;

$-O-(CH_2)_y-C(O)-$;

$-NR^{202}-$;

$-NR^{202}-(CH_2)_y-$;

$-(CH_2)_y-NR^{202}-$;

$-(CH_2)_y-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-C(O)-NR^{202}-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-(CH_2)_z-$;

$-(CH_2)_y-NR^{202}-C(O)-NR^{203}-(CH_2)_z-$;

$-S(O)_x-(CR^{202}R^{203})_y-$;

$-(CR^{202}R^{203})_y-S(O)_x-$;

$-S(O)_x-(CR^{202}R^{203})_y-O-$;

$-S(O)_x-(CR^{202}R^{203})_y-C(O)-$;

$-O-(CH_2)_y-$;

$-(CH_2)_y-O-$;

$-S-$; and

-O-;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydrido, halogen, hydroxy, carboxy, keto, alkyl, hydroxyalkyl, haloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylcarbonyl, hydroxyalkylcarbonyl, cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, alkoxy, alkoxyalkylene, alkoxyarylene, alkoxycarbonyl, carboxyalkylcarbonyl, alkoxyalkylcarbonyl, heterocyclylalkylcarbonyl, alkylsulfonyl, alkylsulfonylalkylene, amino, aminoalkyl, alkylamino, aralkylamino, alkylaminoalkylene, aminocarbonyl, alkylcarbonylamino, alkylcarbonylaminoalkylene, alkylaminoalkylcarbonyl, alkylaminoalkylcarbonylamino, aminoalkylcarbonylaminoalkyl, alkoxycarbonylamino, alkoxyalkylcarbonylamino, alkoxycarbonylaminoalkylene, alkylimidocarbonyl, amidino, alkylamidino, aralkylamidino, guanidino, guanidinoalkylene, and alkylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, alkyl, aryl and aralkyl; and

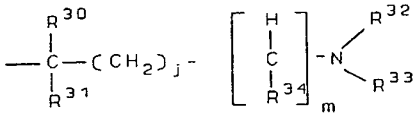
y and z are independently 0, 1, 2, 3, 4, 5 or 6 wherein y + z is less than or equal to 6; and

x is 0, 1 or 2; or

R^2 is $-NHCR^{204}R^{205}$ wherein R^{204} is alkylaminoalkylene, and R^{205} is aryl; or

R^2 is $-C(NR^{206})R^{207}$ wherein R^{206} is selected from hydrogen and hydroxy, and R^{207} is selected from alkyl, aryl and aralkyl; or

R^2 has the formula:



(III)

wherein:

j is an integer from 0 to 8; and

m is 0 or 1; and

R^{30} and R^{31} are independently selected from hydrogen, alkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, aminoalkyl, alkylaminoalkyl, aminocarbonylalkyl, alkoxyalkyl, and alkylcarbonyloxyalkyl; and

R^{32} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene;

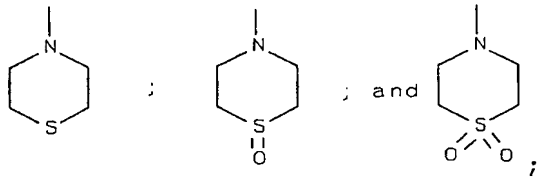
R^{33} is selected from hydrogen, alkyl, $-C(O)R^{35}$, $-C(O)OR^{35}$, $-SO_2R^{36}$, $-C(O)NR^{37}R^{38}$, and $-SO_2NR^{39}R^{40}$, wherein

R^{35}, R^{36}, R^{37}, R^{38}, R^{39} and R^{40} are independently selected from hydrocarbon, heterosubstituted hydrocarbon and heterocyclyl; and

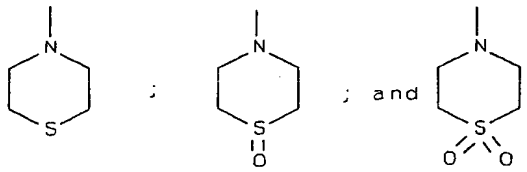
R^{34} is selected from hydrogen, alkyl, aminocarbonyl, alkylaminocarbonyl, and arylaminocarbonyl; or

R^2 is $-CR^{41}R^{42}$ wherein R^{41} is aryl, and R^{42} is hydroxy; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



groups may be optionally substituted with one or more radicals independently selected from halo, keto, alkyl, aralkyl, aralkenyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfinyl, arylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkoxy, heterocyclylalkoxy, amino, alkylamino, alkenylamino, alkynylamino, cycloalkylamino, cycloalkenylamino, arylamino, haloarylamino, heterocyclylamino, aminocarbonyl, cyano, hydroxy, hydroxyalkyl, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxycarbonyl, aryloxycarbonyl, heterocyclyloxycarbonyl, alkoxycarbonylamino, alkoxyarylamino, alkoxyaralkylamino, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkylaminoalkylamino, hydroxyalkylamino, aralkylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, heterocyclylalkylamino, alkylheterocyclylalkylamino, aralkylheterocyclylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino, nitro, alkylaminocarbonyl, alkylcarbonylamino, haloalkylsulfonyl, aminoalkyl, haloalkyl, alkylcarbonyl, hydrazinyl, alkylhydrazinyl, arylhydrazinyl, and $-NR^{44}R^{45}$ wherein R^{44} is alkylcarbonyl or amino, and R^{45} is alkyl or aralkyl; and

R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more radicals independently selected from halo, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, alkylthio, arylthio, alkylthioalkylene, arylthioalkylene, alkylsulfinyl,

alkylsulfinylalkylene, arylsulfinylalkylene, alkylsulfonyl, alkylsulfonylalkylene, arylsulfonylalkylene, alkoxy, aryloxy, aralkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxycarbonyl, aryloxycarbonyl, haloalkyl, amino, cyano, nitro, alkylamino, arylamino, alkylaminoalkylene, arylaminoalkylene, aminoalkylamino, and hydroxy;

provided R^3 is not 2-pyridinyl when R^4 is a phenyl ring containing a 2-hydroxy substituent and when R^1 is hydrido; and

further provided R^2 is selected from aryl, heterocyclyl, unsubstituted cycloalkyl and cycloalkenyl when R^4 is hydrido; and

further provided that R^4 is not methylsulfonylphenyl or aminosulfonylphenyl; or

a pharmaceutically-acceptable salt or tautomer thereof.

132. A pharmaceutical composition comprising a therapeutically-effective amount of a compound, said compound selected from the compounds of any one of Claims 1, 39, 71, 82 and 94, or a pharmaceutically acceptable salt thereof.

133. A method of treating a TNF mediated disorder, said method comprising treating the subject having or susceptible to such disorder with a therapeutically-effective amount of a compound, said compound selected from the compounds of any one of Claims 1, 39, 71, 82 and 94, or a pharmaceutically acceptable salt thereof.

134. A method of treating a p38 kinase mediated disorder, said method comprising treating the subject having or susceptible to such disorder with a therapeutically-effective amount of a compound, said compound selected from the compounds of any one of Claims

1, 39, 71, 82 and 94, or a pharmaceutically acceptable salt thereof.

135. The method of Claim 134 wherein the p38 kinase mediated disorder is selected from the group of disorders consisting of bone resorption, graft vs. host reaction, atherosclerosis, arthritis, osteoarthritis, rheumatoid arthritis, gout, psoriasis, topical inflammatory disease state, adult respiratory distress syndrome, asthma, chronic pulmonary inflammatory disease, cardiac reperfusion injury, renal reperfusion injury, thrombus, glomerulonephritis, Crohn's disease, ulcerative colitis, inflammatory bowel disease and cachexia.

136. The method of Claim 134 wherein the p38 kinase mediated disorder is inflammation.

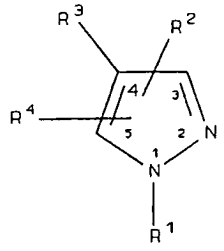
137. The method of Claim 134 wherein the p38 kinase mediated disorder is arthritis.

138. The method of Claim 134 wherein the p38 kinase mediated disorder is asthma.

139. A method of treating inflammation, said method comprising treating the subject having or susceptible to inflammation with a therapeutically-effective amount of a compound, said compound selected from the compounds of any one of Claims 1, 39, 71, 82 and 94, or a pharmaceutically acceptable salt thereof.

140. A method of treating arthritis, said method comprising treating the subject having or susceptible to arthritis with a therapeutically-effective amount of a compound, said compound selected from the compounds of any one of Claims 1, 39, 71, 82 and 94, or a pharmaceutically acceptable salt thereof.

141. A method of preparing pyrazoles of Formula IA

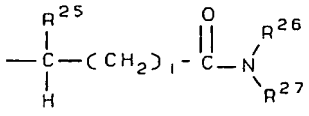


(IA)

wherein

R^1 is selected from hydrido, hydroxy, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heterocyclyl, cycloalkylalkylene, cycloalkenylalkylene, heterocyclylalkylene, haloalkyl, haloalkenyl, haloalkynyl, hydroxyalkyl, hydroxyalkenyl, hydroxyalkynyl, aralkyl, aralkenyl, aralkynyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, alkoxyaryl, heterocyclyloxyalkyl, alkoxyalkoxy, mercaptoalkyl, alkylthioalkylene, alkenylthioalkylene, alkylthioalkenylene, amino, aminoalkyl, alkylamino, alkenylamino, alkynylamino, arylamino, heterocyclylamino, alkylsulfinyl, alkenylsulfinyl, alkynylsulfinyl, arylsulfinyl, heterocyclylsulfinyl, alkylsulfonyl, alkenylsulfonyl, alkynylsulfonyl, arylsulfonyl, heterocyclylsulfonyl, alkylaminoalkylene, alkylsulfonylalkylene, acyl, acyloxycarbonyl, alkoxycarbonylalkylene, aryloxycarbonylalkylene, heterocyclyloxycarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, heterocyclyloxycarbonylarylene, alkylcarbonylalkylene, arylcarbonylalkylene, heterocyclylcarbonylalkylene, alkylcarbonylarylene, arylcarbonylarylene, heterocyclylcarbonylarylene, alkylcarbonyloxyalkylene, arylcarbonyloxyalkylene, heterocyclylcarbonyloxyalkylene, alkylcarbonyloxyarylene, arylcarbonyloxyarylene, and heterocyclylcarbonyloxyarylene; or

R^1 has the formula



(II)

wherein:

i is an integer from 0 to 9;

R^{25} is selected from hydrogen, alkyl, aralkyl, heterocyclylalkyl, alkoxyalkylene, aryloxyalkylene, aminoalkyl, alkylaminoalkyl, arylaminoalkyl, alkylcarbonylalkylene, arylcarbonylalkylene, and heterocyclylcarbonylaminoalkylene; and

R^{26} is selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkylalkylene, aralkyl, alkoxycarbonylalkylene, and alkylaminoalkyl; and

R^{27} is selected from alkyl, cycloalkyl, alkynyl, aryl, heterocyclyl, aralkyl, cycloalkylalkylene, cycloalkenylalkylene, cycloalkylarylene, cycloalkylcycloalkyl, heterocyclylalkylene, alkylarylene, alkylaralkyl, aralkylarylene, alkylheterocyclyl, alkylheterocyclylalkylene, alkylheterocyclylarylene, aralkylheterocyclyl, alkoxyalkylene, alkoxyarylene, alkoxyaralkyl, alkoxyheterocyclyl, alkoxyalkoxyarylene, aryloxyarylene, aralkoxyarylene, alkoxyheterocyclylalkylene, aryloxyalkoxyarylene, alkoxycarbonylalkylene, alkoxycarbonylheterocyclyl, alkoxycarbonylheterocyclylcarbonylalkylene, aminoalkyl, alkylaminoalkylene, arylaminocarbonylalkylene, alkoxyarylaminocarbonylalkylene, aminocarbonylalkylene, arylaminocarbonylalkylene, alkylaminocarbonylalkylene, arylcarbonylalkylene, alkoxycarbonylarylene, aryloxycarbonylarylene, alkylaryloxycarbonylarylene, arylcarbonylarylene, alkylarylcarbonylarylene, alkoxycarbonylheterocyclylarylene, alkoxycarbonylalkoxylarylene, heterocyclylcarbonylalkylarylene, alkylthioalkylene,

cycloalkylthioalkylene, alkylthioarylene, aralkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, arylsulfonylaminoalkylene, alkylsulfonylarylene, and alkylaminosulfonylarylene; wherein said alkyl, cycloalkyl, aryl, heterocyclyl, aralkyl, heterocyclylalkylene, alkylheterocyclylarylene, alkoxyarylene, aryloxyarylene, arylaminocarbonylalkylene, aryloxycarbonylarylene, arylcarbonylarylene, alkylthioarylene, heterocyclylthioarylene, arylthioalklylarylene, and alkylsulfonylarylene groups may be optionally substituted with one or more radicals independently selected from alkyl, halo, haloalkyl, alkoxy, keto, amino, nitro, and cyano; or

R^{27} is $-CHR^{28}R^{29}$ wherein R^{28} is alkoxycarbonyl, and R^{29} is selected from aralkyl, aralkoxyalkylene, heterocyclylalkylene, alkylheterocyclylalkylene, alkoxycarbonylalkylene, alkylthioalkylene, and aralkylthioalkylene; wherein said aralkyl and heterocylcyl groups may be optionally substituted with one or more radicals independently selected from alkyl and nitro; or

R^{26} and R^{27} together with the nitrogen atom to which they are attached form a heterocycle, wherein said heterocycle is optionally substituted with one or more radicals independently selected from alkyl, aryl, heterocyclyl, heterocyclylalkylene, alkylheterocyclylalkylene, aryloxyalkylene, alkoxyarylene, alkylaryloxyalkylene, alkylcarbonyl, alkoxycarbonyl, aralkoxycarbonyl, alkylamino and alkoxycarbonylamino; wherein said aryl, heterocyclylalkylene and aryloxyalkylene radicals may be optionally substituted with one or more radicals independently selected from halogen, alkyl and alkoxy; and

R^2 is selected from mercapto, aryl(hydroxyalkyl)amino, N-alkyl-N-alkynyl-amino,

aminocarbonylalkylene, alkylcarbonylaminoalkylene, aminoalkylcarbonylaminoalkylene, alkylaminoalkylcarbonylamino, aminoalkylthio, alkylaminocarbonylalkylthio, alkylaminoalkylaminocarbonylalkylthio, cyanoalkylthio, alkenylthio, alkynylthio, carboxyalkylthio, alkoxycarbonylalkylthio, alkylsulfinyl, alkylsulfonyl, alkoxyalkyl, alkoxyalkylthio, alkoxycarbonylalkylamino, alkoxycarbonylaminoalkylene, alkoxycarbonylaminoalkoxy, aralkythio, heterocyclylalkylthio, aminoalkoxy, cyanoalkoxy, carboxyalkoxy, aryloxy, aralkoxy, alkenyloxy, alkynyloxy, and heterocyclylalkyloxy; or

R^2 is R^{200}-heterocyclyl-R^{201}, R^{200}-aryl-R^{201}, or R^{200}-cycloalkyl-R^{201} wherein:

R^{200} is selected from:

- $-(CR^{202}R^{203})_y-$;
- $-C(O)-$;
- $-C(O)-(CH_2)_y-$;
- $-C(O)-O-(CH_2)_y-$;
- $-(CH_2)_y-C(O)-$;
- $-O-(CH_2)_y-C(O)-$;
- $-NR^{202}-$;
- $-NR^{202}-(CH_2)_y-$;
- $-(CH_2)_y-NR^{202}-$;
- $-(CH_2)_y-NR^{202}-(CH_2)_z-$;
- $-(CH_2)_y-C(O)-NR^{202}-(CH_2)_z-$;
- $-(CH_2)_y-NR^{202}-C(O)-(CH_2)_z-$;
- $-(CH_2)_y-NR^{202}-C(O)-NR^{203}-(CH_2)_z-$;
- $-S(O)_x-(CR^{202}R^{203})_y-$;
- $-(CR^{202}R^{203})_y-S(O)_x-$;
- $-S(O)_x-(CR^{202}R^{203})_y-O-$;
- $-S(O)_x-(CR^{202}R^{203})_y-C(O)-$;
- $-O-(CH_2)_y-$;
- $-(CH_2)_y-O-$;
- $-S-$; and
- $-O-$;

or R^{200} represents a bond;

R^{201} represents one or more radicals selected from the group consisting of hydroxy, hydroxyalkyl, cycloalkyl, hydroxyalkylcarbonyl, cycloalkylcarbonyl, arylcarbonyl, haloarylcarbonyl, alkoxyalkylene, alkoxyarylene, carboxyalkylcarbonyl, alkoxyalkylcarbonyl, heterocyclylalkylcarbonyl, alkylsulfonylalkylene, aminoalkyl, aralkylamino, alkylaminoalkylene, aminocarbonyl, alkylcarbonylamino, alkylcarbonylaminoalkylene, alkylaminoalkylcarbonyl, alkylaminoalkylcarbonylamino, aminoalkylcarbonylaminoalkyl, alkoxycarbonylamino, alkoxyalkylcarbonylamino, alkoxycarbonylaminoalkylene, alkylimidocarbonyl, amidino, alkylamidino, aralkylamidino, guanidino, guanidinoalkylene, and alkylsulfonylamino; and

R^{202} and R^{203} are independently selected from hydrido, alkyl, aryl and aralkyl; and

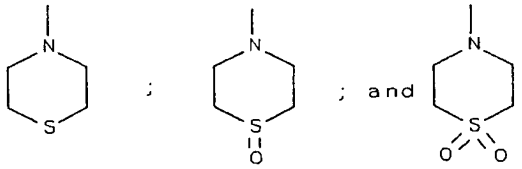
y and z are independently 0, 1, 2, 3, 4, 5 or 6 wherein y + z is less than or equal to 6; and

x is 0, 1 or 2; or

R^2 is $-NHCR^{204}R^{205}$ wherein R^{204} is alkylaminoalkylene, and R^{205} is aryl; or

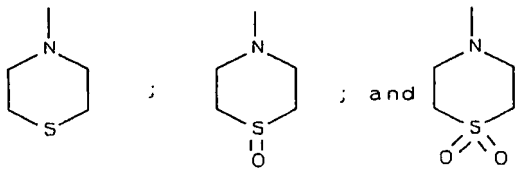
R^2 is $-C(NR^{206})R^{207}$ wherein R^{206} is selected from hydrogen and hydroxy, and R^{207} is selected from alkyl, aryl and aralkyl; and

R^3 is selected from pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl, thiazolylalkyl, thiazolylamino,



wherein the R^3 pyridinyl, pyrimidinyl, quinolinyl, purinyl, maleimidyl, pyridonyl, thiazolyl,

thiazolylalkyl, thiazolylamino,



groups may be optionally substituted with one or more radicals independently selected from halo, keto, alkyl, aralkyl, aralkenyl, arylheterocyclyl, carboxy, carboxyalkyl, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfinyl, arylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkoxy, heterocyclylalkoxy, amino, alkylamino, alkenylamino, alkynylamino, cycloalkylamino, cycloalkenylamino, arylamino, haloarylamino, heterocyclylamino, aminocarbonyl, cyano, hydroxy, hydroxyalkyl, alkoxyalkylene, alkenoxyalkylene, aryloxyalkyl, alkoxyalkylamino, alkylaminoalkoxy, alkoxycarbonyl, aryloxycarbonyl, heterocyclyloxycarbonyl, alkoxycarbonylamino, alkoxyarylamino, alkoxyaralkylamino, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkylaminoalkylamino, hydroxyalkylamino, aralkylamino, aryl(hydroxyalkyl)amino, alkylaminoalkylaminoalkylamino, alkylheterocyclylamino, heterocyclylalkylamino, alkylheterocyclylalkylamino, aralkylheterocyclylamino, heterocyclylheterocyclylalkylamino, alkoxycarbonylheterocyclylamino, nitro, alkylaminocarbonyl, alkylcarbonylamino, haloalkylsulfonyl, aminoalkyl, haloalkyl, alkylcarbonyl, hydrazinyl, alkylhydrazinyl, arylhydrazinyl, and $-NR^{44}R^{45}$ wherein R^{44} is alkylcarbonyl or amino, and R^{45} is alkyl or aralkyl; and

R^4 is selected from hydrido, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, and heterocyclyl, wherein R^4 is optionally substituted with one or more radicals independently selected from halo, alkyl, alkenyl, alkynyl, aryl, heterocyclyl, alkylthio, arylthio,

alkylthioalkylene, arylthioalkylene, alkylsulfinyl, alkylsulfinylalkylene, arylsulfinylalkylene, alkylsulfonyl, alkylsulfonylalkylene, arylsulfonylalkylene, alkoxy, aryloxy, aralkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxycarbonyl, aryloxycarbonyl, haloalkyl, amino, cyano, nitro, alkylamino, arylamino, alkylaminoalkylene, arylaminoalkylene, aminoalkylamino, and hydroxy; or

a pharmaceutically-acceptable salt or tautomer thereof,

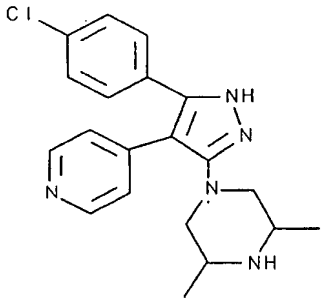
said method comprising the steps of treating a substituted ketone with an acyl hydrazide to give the pyrazole.

142. The process of Claim 141 wherein the process is carried out in an acidic solvent.

143. The process of Claim 141 wherein the acidic solvent is acetic acid.

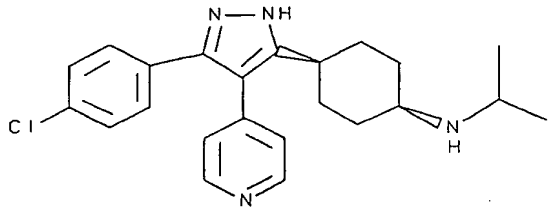
144. The process of Claim 141 wherein the acidic solvent is an organic solvent containing an acid.

145. The compound:



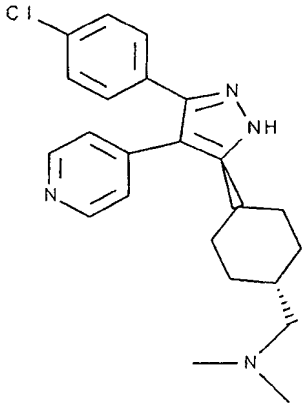
or a tautomer or pharmaceutically acceptable salt thereof.

146. A compound of Claim 71 that is:



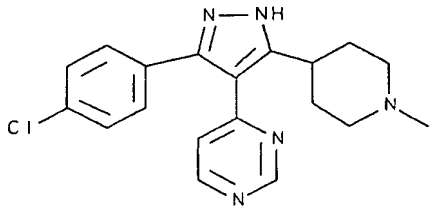
or a tautomer or pharmaceutically acceptable salt thereof.

147. A compound of Claim 39 that is:



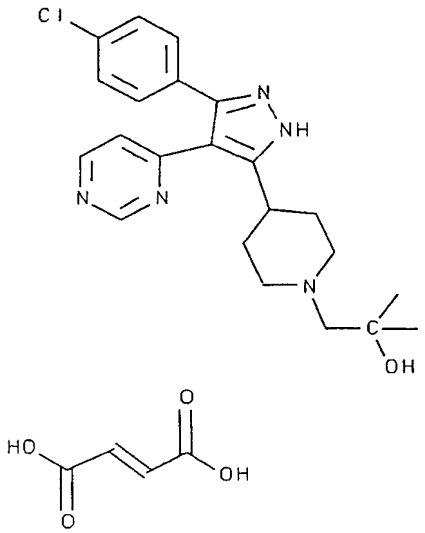
or a tautomer or pharmaceutically acceptable salt thereof.

148. The compound:



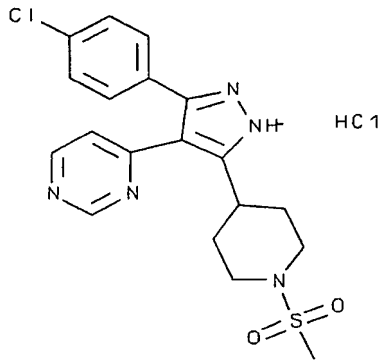
or a tautomer or pharmaceutically acceptable salt thereof.

149. A compound of Claim 1 that is:



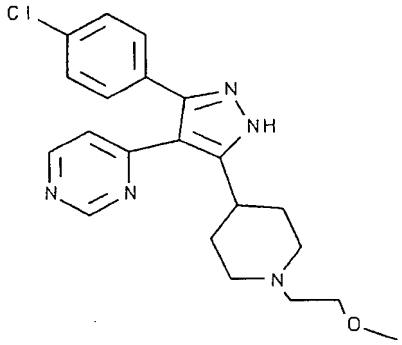
or a tautomer or pharmaceutically acceptable salt thereof.

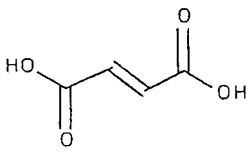
150. The compound:



or a tautomer or pharmaceutically acceptable salt thereof.

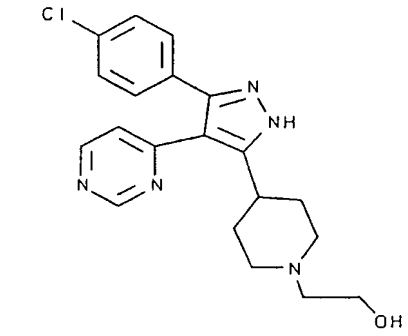
151. A compound of Claim 1 that is:

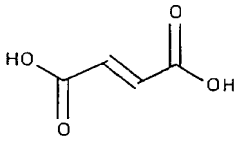




or a tautomer or pharmaceutically acceptable salt thereof.

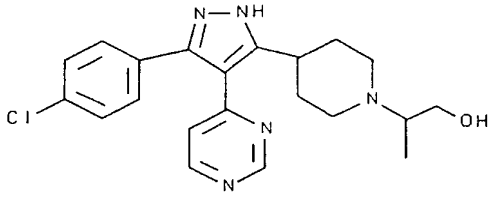
152. A compound of Claim 1 that is:





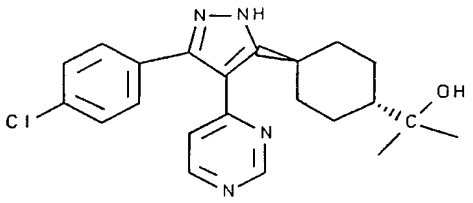
or a tautomer or pharmaceutically acceptable salt thereof.

153. A compound of Claim 1 that is:



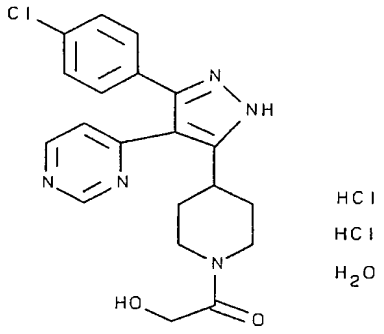
or a tautomer or pharmaceutically acceptable salt thereof.

154. A compound of Claim 39 that is:



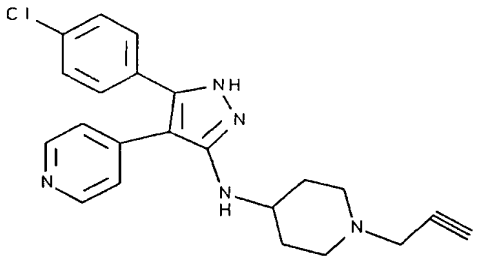
or a tautomer or pharmaceutically acceptable salt thereof.

155. A compound of Claim 1 that is:



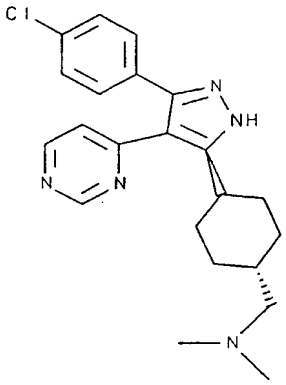
or a tautomer or pharmaceutically acceptable salt thereof.

156. A compound of Claim 82 that is:



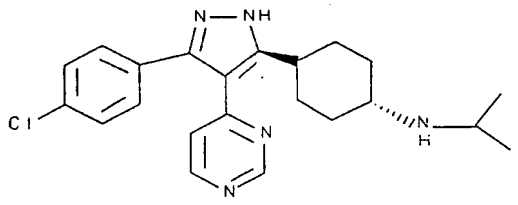
or a tautomer or pharmaceutically acceptable salt thereof.

157. A compound of Claim 42 that is:



or a tautomer or pharmaceutically acceptable salt thereof.

158. A compound of Claim 71 that is:



or a tautomer or pharmaceutically acceptable salt thereof.

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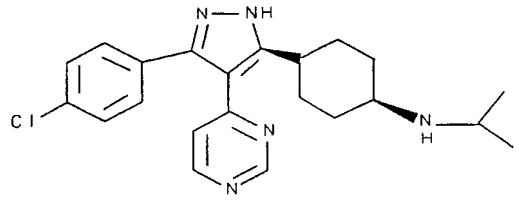
159. A compound of Claim 71 that is:



or a tautomer or pharmaceutically acceptable salt thereof.

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160. A compound of Claim 70 wherein R^{404a} is meta-chloro or para-chloro.